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To the Honorable Commissioner of Patents

Send original documents or copy thereof.

1. Name of conveying party(ies):

DEEP E CO.

- Individual(s)
- General Partnership
- Corporation-State Oregon
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 5, 2001

2. Name and address of receiving party(ies)

Name: AEROGROUP INTERNATIONAL, INC.

Internal Address: _____

Street Address: 201 Meadow Road

City: Edison State: N.J. ZIP: 08817

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New Jersey
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75-621,176 75-634,596
75-286,782 75-934,197

B. Trademark Registration No.(s)

2,108,668 2,106,760
2,186,082 2,384,266

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: HOWARD N. ARONSON

Internal Address: _____

Street Address: LACKENBACH SIEGEL

ONE CHASE ROAD

City: SCARSDALE State: NY ZIP: 10583

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 215.00

Enclosed

Authorized to be charged to deposit account

Please charge any additional fees due, or credit any over payment to:

8. Deposit account number:

10-0100

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

01/23/2001 DBYRNE 00000197 75621176

01 FC:481 40.00 DP
02 PS:482 175.00 DP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

HOWARD N. ARONSON

Name of Person Signing

[Signature]
Signature

Jan. 9, 2001

Date

Total number of pages including cover sheet, attachments, and document:



ASSIGNMENT OF TRADEMARKS

WHEREAS, **DEEP E CO.** (hereinafter "Assignor"), a corporation organized and existing under the laws of the State of Oregon, was the owner of all right, title and interest in and to the below listed trademarks which have been applied for and/or registered at the United States Patent and Trademark Office, particulars of which are as follows:

| <u>Trademark</u> | <u>Registration No.</u> | <u>Serial No.</u> |
|------------------------|-------------------------|-------------------|
| DEEP E | 2,108,668 | |
| E (Stylized) | 2,106,760 | |
| SUSTANA | 2,186,082 | |
| SUSTANA | 2,384,266 | |
| NATIVA | | 75-621,176 |
| SOLE OF THE RAINFOREST | | 75-634,596 |
| SUSTANA | | 75-286,782 |
| EARTHPRINTS | | 75-934,197 |

(hereinafter the "Marks");

WHEREAS, **AEROGROUP INTERNATIONAL, INC.** (hereinafter "Assignee"), a corporation organized and existing under the laws of the State of New Jersey, the successor to the entire business of Assignor which is ongoing and existing, with offices located at 201 Meadow Road, Edison, New Jersey 08817, was desirous of acquiring the aforesaid Marks, together with the goodwill of the business symbolized by the Marks;

WHEREAS, by court order, Assignee received all rights, title, and interest in and to the aforesaid Marks, together with the goodwill of the business symbolized thereby, and is the successor to the entire business of Assignor which is ongoing and existing;

WHEREAS, the Assignee has been granted a Power of Attorney by Assignor to execute documents on behalf of Assignor in connection with transferring title to the Mark; and

WHEREAS, the parties hereto are desirous of executing a document for purposes of recordation at the United States Patent and Trademark Office recording title in and to the aforesaid Marks in the name of Assignee.

NOW, THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, said Assignor hereby acknowledges and confirms its prior said transfer, and does hereby sell, assign, and transfer unto said Assignee the entire business of Assignor which is ongoing and existing, including all rights, title and interest in and to said Marks, including the registrations thereof and the Certificates of Registration duly and legally issued therefor, and any and all renewals thereof for the Marks, together with the goodwill of the business symbolized thereby, and further including, without limitation, all claims for damages by reason of past infringement and the right to sue for and the right to collect the same for its own use and behoof, and for the use and behoof of its successors, assigns, or legal representatives and the right to defend the Marks and the registrations thereof.

Assignor agrees to sign and execute any further documents or instruments which may be necessary and proper to effect the purpose and intent of this Assignment document, including further recordations, and the like.

DEEP E CO.

By: 

Name: PATRICE F. COHEN

Title: Attorney-in-Fact

Date: JANUARY 5, 2001