

07-09-2002



102148323

# CORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Manfra Tordella & Brookes, Inc.  
Additional name(s) of conveying party(ies) attached?  Yes  No  
  
7.3.02

2. Name and address of receiving party(ies):  
Name: Pamp (USA) Inc. (a New York corporation)  
Internal Address:

3. Nature of conveyance:  
 Assignment dated June 3, 2002  Merger  
 Security Agreement  Change of Name  
 Other  
Execution Date: June 3, 2002

Street Address: 40 Meadow Road  
City: Scarsdale State: New York  
Country: USA ZIP: 10583

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

4. Application number(s) or registration number(s)

If this document is being filed together with a new application, the execution date of the application is \_\_\_\_\_.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

0795683, 1484207

Additional numbers attached?  Yes  No

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

Monica B. Richman, Esq.  
BROWN RAYSMAN MILLSTEIN FELDER &  
STEINER LLP  
900 Third Avenue  
New York, New York 10022  
(212) 895-2000

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):..... \$ 65.00

Check enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 02-4270  
(Attach duplicate copy of this page by deposit account)

Please charge any additional fees required, or credit any overpayment, to the above deposit account

DO NOT USE THIS SPACE

9. Statement and signature.

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

Monica B. Richman, Esq.  
Name of Person Signing

Signature

Date

07/03/02

Total number of pages including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

07/09/2002  
01 FC:481

OWNED1 00000034 0795683  
40.00 DP

07/09/2002  
01 FC:482

OWNED1 00000035 0795683  
25.00 DP

## ASSIGNMENT

WHEREAS, Manfra Tordella & Brookes, Inc., a Delaware corporation with a place of business at 90 Broad Street, New York, New York (hereinafter "Assignor"), is the owner of all right, title and interest in and to certain trademarks, including the trademark registrations and applications for registration thereof and the common law rights pertaining thereto (hereinafter the "Marks"), identified in Schedule A hereto, and incorporated herein by reference, and is the owner of the goodwill of the business symbolized by the Marks and connected with the use thereof; and

WHEREAS, Pamp (USA) Inc., a New York corporation with a place of business at 40 Meadow Road, Scarsdale, New York 10583 (hereinafter "Assignee"), is desirous of acquiring all of Assignor's right, title and interest in and to the Marks, together with the applications therefor and the registrations thereof and the goodwill of the business symbolized thereby;

NOW, THEREFORE, for good and valuable consideration paid by Assignee to Assignor pursuant to that Asset Purchase Agreement, dated of even date herewith, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

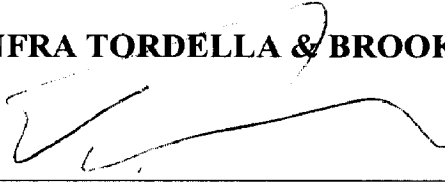
1. Assignor hereby does assign, transfer and convey, effective as of the date hereof, to Assignee, its successors, legal representatives and assigns, all of Assignor's right, title, and interest in and to the Marks (including, without limitation, the United States trademark applications and registrations therefor and all other registrations and applications for registration of the Marks in all jurisdictions), together with the goodwill of that portion of Assignor's business symbolized thereby, including without limitation, the right to petition, sue or otherwise seek and recover damages, profits and any other remedy (monetary, injunctive, declaratory or other), for any past, present or future infringement, dilution, conversion or misappropriation of, or other injury, offense, violation, breach of duty or wrong relating to the Marks, or any license, agreement, contract or other matter relating thereto.

2. Assignor hereby agrees to authorize and request the Commissioner of Patents and Trademarks of the United States of America to record the title of Assignee, its successors, legal representatives and assigns, as owner of all right, title and interest in and to the Marks and the registrations therefor, together with all goodwill of the business associated with and symbolized by the Marks, and to issue the Certificate of Registration resulting from any application for registration of the Marks or renewal of any existing registration of the Marks to Assignee, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

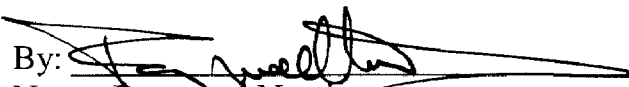
Assignor agrees that it will execute and deliver, or cause to be executed and delivered, to Assignee or Assignee's legal representatives, any other or additional assignments, documents, certificates, powers or other writings, and take all additional actions, as may be necessary to transfer the Marks to Assignee, to effectuate and validate this Assignment, to record this Assignment of the Marks to Assignee with the United States Patent and Trademark Office, under the relevant laws of the United States.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of this 21  
day of June, 2002.

**MANFRA TORDELLA & BROOKES, INC.**

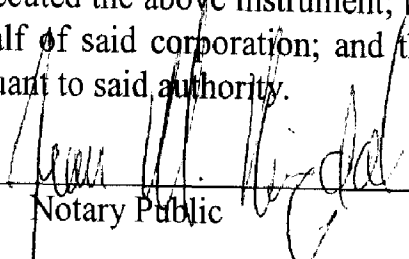
By:   
Name: Fredric N. Tordella  
Title: President

**PAMP (USA) INC.**

By:   
Name: Raymond Nessim  
Title: President

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK )

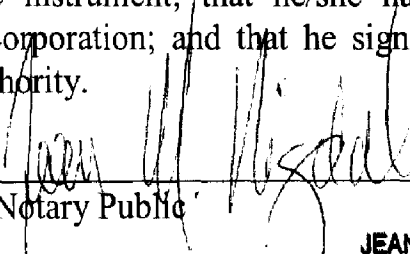
On the 3<sup>rd</sup> day of June, 2002, before me personally came Fredric N. Tordella who, before me duly sworn, did depose and say that he/she is the President of Manfra Tordella & Brookes, Inc., the corporation described in and which executed the above instrument; that he/she has been authorized to execute said instrument on behalf of said corporation; and that he/she signed said instrument on behalf of said corporation pursuant to said authority.

  
\_\_\_\_\_  
Notary Public

**JEAN M. MIGDAL**  
Notary Public, State of New York  
No. 02MI6032011  
Qualified in New York County  
Commission Expires Oct. 12, 2005

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK )

On the 3<sup>rd</sup> day of June, 2002, before me personally came Raymond Nessim who, before me duly sworn, did depose and say that he/she is the President of Pamp (USA) Inc., the corporation described in and which executed the above instrument; that he/she has been authorized to execute said instrument on behalf of said corporation; and that he signed said instrument on behalf of said corporation pursuant to said authority.

  
\_\_\_\_\_  
Notary Public

**JEAN M. MIGDAL**  
Notary Public, State of New York  
No. 02MI6032011  
Qualified in New York County  
Commission Expires Oct. 12, 2005

**SCHEDULE A**

<b>TRADEMARK</b>	<b>REGISTRATION NO.</b>
TIP PACK	795,683
MANFRA TORDELLA & BROOKES	Expired U.S. Registration No. 1,484,207 (Common law trademark)