

10/02/02

10-08-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Tetley USA, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: September 19, 2002

2. Name and address of receiving party(ies)

Name: Harris Freeman & Co, L.P.

Internal

Address:

Street Address: 344 New Albany Road

City: Moorestown State: NJ Zip: 08057

- Individual(s) citizenship Association General Partnership Limited Partnership California Corporation-State 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

OFFICE OF PUBLIC RECORDS 2002 OCT -2 AM 9:45 FINANCE SECTION

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,366,907 / 1,245,526 / 1,323,572

Additional number(s) attached Yes No

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

Name: Tawnya R. Wojciechowski

Internal Address:

Street Address: 650 Town Center Drive, 4th Floor

City: Costa Mesa State: CA Zip: 92626

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

500209

(Attach duplicate copy of this page if paying by 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.

Yael Karabelnik

Name of Person Signing

Signature

October 2, 2002

Date

10/07/2002 LHMULLER 00000226 500209 1366907

Total number of pages including cover sheet, attachments, and document: 3

01 FC:481 02 FC:482

40.00 CH 50.00 CH

Mail documents to be recorded with required cover sheet Information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002594 FRAME: 0078

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement is made by Tetley USA Inc., a Delaware corporation, having a principal business address at 100 Commerce Drive, Shelton, Connecticut 06484 ("Assignor"), in favor of Harris Freeman & Co., L.P., a California limited partnership, having a principal business address at 344 New Albany Road, Moorestown, New Jersey 08057 ("Assignee").

WHEREAS, Assignee desires to acquire all of Assignor's right, title, and interest in and to the trademarks, service marks and logos set forth in the attached Schedule A and the applications and registrations therefor ("Marks"), and the goodwill of the business developed through the use of such Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, Assignor's entire right, title, and interest in and to the Marks, the applications and registrations therefor, and the goodwill of the business symbolized by such Marks. All rights and privileges, including the right to sue for and receive all damages and profits from past infringements of the Marks and any all rights to future royalties or other compensation relating to the Marks, will be held and enjoyed by the Assignee, its successors, assigns and other legal representatives.

Neither the making nor the acceptance of this assignment and transfer shall (i) constitute a waiver or release by Assignor or Assignee of any liabilities, duties or obligations imposed upon any of them by the terms of the Asset Purchase Agreement entered into among the Assignor and the Assignee, dated as of the date hereof or (ii) impose any additional representations, warranties, liabilities, duties or obligations upon Assignor or Assignee.

Signed this 19th day of September, 2002.

TETLEY USA INC.

By: *John M. Petrizzo*
Name: John M. Petrizzo
Title: Senior Vice President - Operations and Administration

STATE OF New York)

Sept. 19, 2002

COUNTY OF New York)

Then personally appeared the above-named John M. Petrizzo, SVP-Ops. + Adminⁿ of TETLEY USA INC., and acknowledged the foregoing instrument to be the free act and deed of said corporation, before me,

Susan Busani
Notary Public
My Commission Expires July 8, 2003

SUSAN BUSANI
Notary Public, State of New York
No. 01BU4989804
Qualified in Bronx County
Commission Expires July 8, 2003

SCHEDULE A

MARK	JURISDICTION	REGISTRATION NO.	REGISTRATION DATE	STATUS
EMKAY	U.S.	1,366,907	Oct. 22, 1985	Registered
TWIN-FLO	U.S.	1,245,526	July 12, 1983	Registered
TWO-FLOW	U.S.	1,323,572	March 5, 1985	Registered