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

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

1. Name of conveying party(ies): 1-9-03
Kyul Joo Lee

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

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

2. Name and address of receiving party(ies)
Name: Tilia International, Inc.
Internal
Address: _____
Street Address: 303 Second Street, North Tower
City: San Francisco State: CA Zip: 94107

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 29, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/416,150

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Adam M. Cohen, Esq.
c/o Kane Kessler, P.C.
 Internal Address: _____

01/14/2003 TDIAZ1 00000091 76416150
01 FC:8521 40.00 DP

Street Address: 1350 Avenue of the Americas

City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 50-0908

(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.

Adam M. Cohen _____ January 8, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 1

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

TRADEMARK
REEL: 002648 FRAME: 0920

TRADEMARK ASSIGNMENT

WHEREAS, **Kyul Joo Lee**, an individual (hereinafter the "ASSIGNOR"), is the owner of and has adopted, used and is using the trademark(s) set forth on the attached Schedule, registered in the United States Patent and Trademark Office or for which application(s) for registration have been filed in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, **Tilia International, Inc.**, a corporation organized and existing under the laws of the State of Delaware, with its principal place of business at 303 Second Street, North Tower, San Francisco, California 94107 (hereinafter called the "ASSIGNEE") is desirous of acquiring all right, title and interest owned by ASSIGNOR in and to the Trademarks and the registrations thereof.

NOW, THEREFORE, in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR by these presents does sell, assign and transfer unto ASSIGNEE, its successors and assigns, all right, title and interest in and to the Trademarks, together with the goodwill connected with the use of and symbolized by the Trademarks. ASSIGNOR transfers and assigns the ongoing and existing businesses associated with the Trademarks and the goods and services related thereto.

It is hereby covenanted that ASSIGNOR has the full right to convey the entire interest herein assigned, and the ASSIGNOR has not executed and will not execute any agreement in conflict herewith, and ASSIGNOR further covenants and agrees that it will each time request is made and without delay execute and deliver all such papers as may be necessary or desirable to perfect the title to said Trademarks in said ASSIGNEE, its successors, assigns, nominees or legal representatives, and ASSIGNOR agrees to communicate to said ASSIGNEE or to its nominees all known facts respecting said Trademarks, to testify in any legal proceedings, to sign all lawful papers, to execute all disclaimers and divisional, continuing, re-issue and foreign applications, to make all rightful oaths, and generally to do everything possible to aid said ASSIGNEE, its successors, assigns, nominees and legal representatives to obtain and enforce for its or their own benefit proper trademark protection for said Trademarks in any and all countries, all at the reasonable expense, however, of said ASSIGNEE, its successors, assigns, nominees or legal representatives.

IN WITNESS WHEREOF, ASSIGNOR has hereunto executed this instrument this 29th day of November, 2002.

KYUL JOO LEE

이길주

Schedule A

FOODGUARD & design

U.S. Trademark Application Ser. No. 76/416,150