

03-07-2003

3-7-03

FORM PTO-1594



ET

U.S. DEPARTMENT OF COMMERCE

(Rev. 03/01)

102383995

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, DC 20503. This is a true and correct copy of the original document or certified copy thereof.

1. Name of conveying Party(ies):
Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. trading as Rabobank International, London Branch, as Security Agent

- Individual Association
- General Partnership Limited Partnership
- Corporation- State - _____
- Other banking association

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

2. Name and Address of receiving Party(ies):
Name: Tetley GB Limited

Internal Address: _____

Street Address: 325-347 Oldfield Lane North

City: Greenford, Middlesex State United Kingdom Zip Code UB6 0AZ

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State England and Wales
- 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Termination and Release of Security Interest in Trademarks

Execution Date: February 28, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75133731

B. Trademark Registration No.(s)
1839551; 2155846; 2240809; 0747398; 2099110

Additional sheet attached? Yes No

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

**Marie A. Lavalleye, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004**

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 033412

Attorney Docket No. 026625.00102

DO NOT USE THIS SPACE

03/07/2003 TDI071 00000129 033412 75133731

01 EC:0521 45.00 CH
02 EC:0522 125.00 CH

I, Marie A. Lavalleye, Agent 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.

Name of Person Signing

Signature

Date

Marie A. Lavalleye
Attorney for Security Agent

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

**TERMINATION AND RELEASE
OF SECURITY INTEREST IN TRADEMARKS**

This Termination and Release of Security Interest in Trademarks is granted as of this 28th day of February, 2003, by COÖPERATIEVE CENTRALE RAIFFEISEN-BOERENLEENBANK B.A. trading as RABOBANK INTERNATIONAL, LONDON BRANCH, having a principal address at One Queenhithe, Thames Court, London, England EC4V 3RL ("Rabobank"), as agent and trustee ("Security Agent") for, and for the benefit of, itself and each of the Lenders, the Secured Loan Stock Creditor and the Vendor Creditors as those terms are defined in the Debenture (collectively, the "Secured Finance Parties") in favor of TETLEY GB LIMITED, a company incorporated under the laws of England, having a principal address at 325-347 Oldfield Lane North, Greenford, Middlesex UB6 0AZ England ("Tetley"). All capitalized terms not defined herein shall have the meaning set forth in the Debenture dated as of March 10, 2000 between Tata Tea (GB) Limited and Rabobank, as Security Agent ("Debenture").

WHEREAS, pursuant to a certain Collateral Assignment of Trademarks dated March 10, 2000 ("Collateral Assignment"), Tetley granted Rabobank, as Security Agent for the Secured Finance Parties, a security interest in the Collateral (as defined in the Collateral Assignment), including the trademark registrations and applications listed on Schedule A attached hereto, and recorded such security interest in the Collateral with the United States Patent and Trademark Office on May 15, 2000 at Reel 002080, Frame 0231;

WHEREAS, Tetley granted Rabobank, as Security Agent for the Secured Finance Parties, such security interest in the Collateral under a certain Deed of Accession to the Debenture dated as of April 10, 2000 ("Deed of Accession") to secure the full payment when due of the Secured Liabilities (as defined in the Debenture) of the Secured Finance Parties;


WHEREAS, Tetley also executed an Accession Agreement to the Senior Facility Agreement among Rabobank, as Security Agent for the Secured Finance Parties, the Secured Finance Parties and certain of Tetley's affiliates ("Facility Agreement") pursuant to which Tetley became a Guarantor (as defined therein) to the Facility Agreement and an Obligor (as defined therein) to the Priority Agreement to the Facility Agreement; and


WHEREAS, as the Secured Liabilities have been paid in full in a timely manner, the Parties are desirous of recording this instrument to confirm and evidence termination and release of the security interests of Rabobank, as Security Agent for the Secured Finance Parties, in the Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which the parties hereby acknowledge, Rabobank, as Security Agent for the Secured Finance Parties, hereby (1) terminates, releases, discharges, and relinquishes all security interests in, to and under the Collateral, and (2) re-assigns to Tetley all right, title and interest in, to and under the Collateral granted to Rabobank, as the Security Agent for the Secured Finance

Parties, under the Collateral Assignment, including the goodwill of the business symbolized by the Marks and Future Marks (each as defined in the Collateral Assignment) and the right to sue for past, present and future infringement of the Marks and Future Marks.




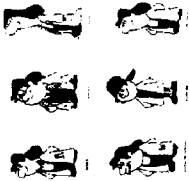
COÖPERATIEVE CENTRALE RAIFFEISEN-
BOERENLEENBANK B.A. trading as
RABOBANK INTERNATIONAL, LONDON
BRANCH

By: 
Name: NEIL READ
Title: DIRECTOR


Neil Read
ms

SCHEDULE A

I. United States Trademark Applications and Registrations

Mark	Owner	Status	Goods / services	Serial no. Date filed	Reg. No. Date Registered
	TETLEY GB LIMITED (UNITED KINGDOM CORP.)	Registered	Class 30: tea	74-406456 Jun 24, 1993	1839551 Jun 14, 1994
DRAWSTRING	TETLEY GB LIMITED (UNITED KINGDOM CORP.)	Registered	Class 30: tea	74-698604 Jul 10, 1995	2155846 May 5, 1998
	TETLEY GB LIMITED (UNITED KINGDOM CORP.)	Registered	Class 30: teas	75-470484 Apr 20, 1998	2240809 Apr 20, 1999
HORNIMANS	TETLEY GB LIMITED (UNITED KINGDOM CORP.)	Renewed	Class 30: tea and coffee	72-139632 Mar 12, 1962	747398 Mar 26, 1963
	TETLEY GB LIMITED (UNITED KINGDOM CORP.)	Pending - Jurisdiction restored from TTAB	Class 30: tea	75-133731 Jul 15, 1996	
	TETLEY GB, LIMITED (UNITED KINGDOM CORP.)	Registered	Class 30: tea	75-137316 Jul 18, 1996	2099110 Sep 23, 1997

DC: 771681-2

II. Trade Names

TETLEY GB LIMITED

III. Domain Names

Domain Name	Registrant
TETLEY-GROUP.COM	Tetley GB Limited (TETLEY-GROUP-DOM) 325 Oldfield Lane North UK