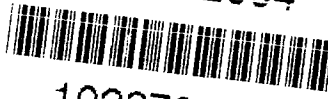


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DEPARTMENT OF COMMERCE J.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

T.C.M. Limited

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, 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: November 28, 2003

2. Name and address of receiving party(ies)

Name: Riverstone Marketing Limited

Internal: Akara Building Address: 24 De Castro Street Wickhams Cay I, Road Town Tortola, British Virgin Islands

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,553,811 2,315,404 1,273,265 1,551,052 2,222,970 1,148,582

Additional number(s) attached Yes No

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

Name: F. Robert Slotkin, Esquire

Internal Address:

HOLLAND & KNIGHT LLP

Street Address: 1201 West Peachtree Street

One Atlantic Center, Suite 2000

City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ 1,065.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(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.

F. Robert Slotkin Name of Person Signing

Signature

1-7-04 Date

Total number of pages including cover sheet, attachments, and document: 31

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

02/17/2004 JJALLAH2 00000020 1553811

01 FC:8521 40.00 OP 02 FC:8522 125.00 OP

Refund Ref: 02/17/2004 JJALLAH2 0000134106

CHECK Refund Total: \$900.00

TRADEMARK REEL: 002914 FRAME: 0315

**ASSIGNMENT OF UNITED STATES TRADEMARK
REGISTRATIONS AND APPLICATIONS**

WHEREAS, T.C.M. Limited ("T.C.M."), a company duly organized and existing under the laws of the Isle of Man, with its principal office located at Chesterfield House, 11-13 Victoria Street, Douglas, Isle of Man, has adopted, used, is using, and is the owner of, the trademarks, U.S. trademark registrations and pending registrations listed below;

WHEREAS, T.C.M. represents and warrants that it is the owner of the trademarks, U.S. trademark registrations and pending registrations listed below and has not assigned, licensed, or otherwise granted to any other person the right to use the trademarks, U.S. trademark registrations and pending registrations; and


WHEREAS, Riverstone Marketing Limited ("Riverstone"), a company organized under the laws of the British Virgin Islands, whose principal office is located at the Akara Building, 24 De Castro Street, Wickhams Cay 1, Road Town, Tortola, British Virginia Islands, is desirous of acquiring the trademarks, U.S. trademark registrations and pending registrations listed below, together with the goodwill of the business appurtenant thereto;

NOW, THEREFORE, in consideration of sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, T.C.M. hereby gives, grants and assigns to Riverstone, its successors and assigns, the entire right, title and interest to the trademarks, U.S. trademark registrations and pending registrations listed below, including all causes of action and claims for infringement or unauthorized use by others together with the goodwill of the business in connection therewith. T.C.M. agrees to execute such further documents as may be needed to carry out the intent of the parties.

MARK	SER./REG. NUMBER	REGISTRATION DATE
SOF N' FREE	1,553,811	August 29, 1989
SOF N' FREE (Stylized)	2,315,404	February 8, 2000
SOF N' FREE	1,273,265	April 10, 1984
MM & DESIGN	1,551,052	August 8, 1989
SOF N' FREE SENSATIONAL	2,222,970	February 9, 1999
DOUBLE M DESIGN	1,148,582	March 24, 1981

T.C.M. further agrees to provide reasonable assistance to Riverstone at the expense of Riverstone, as needed, for the protection and defense of the trademarks, U.S. trademark registrations and pending registrations listed above.

T.C.M. agrees to transfer to Riverstone all files relating to the acquisition, protection or enforcement of the trademarks, U.S. trademark registrations and pending registrations listed above.

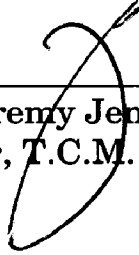
BY: 
Michael John Yates
TITLE: Director, T.C.M. Limited

DATE: 28 November 2003

Sworn to and subscribed before me this 28 day of November 2003.


Notary Public

Commission Expires: with life

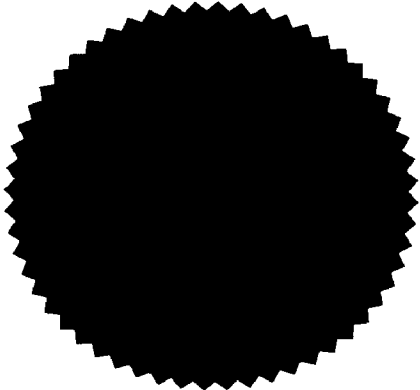
BY: 
Paul Jeremy Jempson
TITLE: Director, T.C.M. Limited

DATE: 28 November 2003

Sworn to and subscribed before me this 28 day of November, 2003.


Notary Public

Commission Expires: with life



BY:

Janette France

Janette France

TITLE:

Director, T.C.M. Limited

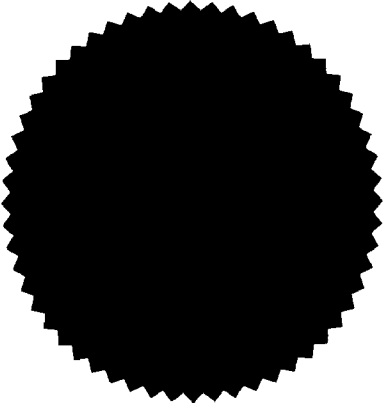
DATE: 28 November 2003

Sworn to and subscribed before
me this 28 day of November,
2003.

Robert A.
Notary Public

Commission Expires: with life.

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T.C.M. LIMITED

* * *

CONSENT OF DIRECTORS IN LIEU OF A MEETING

* * *

Pursuant to the laws of the Isle of Man, the undersigned, constituting all of the Directors of T.C.M. Limited (the "Company"), by execution hereof, do hereby (i) unanimously consent to and adopt the following resolutions as of the date last signed by a Director, which resolutions shall have the same force and effect as if adopted by unanimous affirmative vote at a meeting of the Directors of the Company duly called and held, (ii) waive all requirements of notice, and (iii) direct that this written Consent be filed with the minutes of the proceedings of the Company:

RESOLVED, that the Directors are authorized to take all actions on behalf of the Company and specifically any and all actions required under the laws of the Isle of Man and bylaws or other operating agreements of the Company to sell, transfer, or assign assets of the Company, including but not limited to the trademarks, trademark registrations and trademark applications of the Company to a third party; and

RESOLVED, that the Company is hereby authorized to assign to Riverstone Marketing Limited, a company organized under the laws of the British Virgin Islands ("Riverstone"), those certain trademarks, U.S. trademark registrations and pending registrations listed in that certain Assignment of United States Trademark Registrations and Applications dated as November 28, 2003 (the "Assignment"), by and between the Company and Riverstone, in exchange for the consideration set forth therein; and

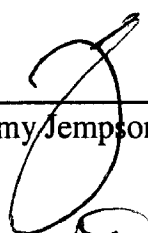
RESOLVED, that Michael John Yates, Paul Jeremy Jempson and Janette France, in their capacities as Directors of the Company, to do and perform all such further acts and things, to execute and deliver, and where necessary or appropriate, file with the appropriate governmental authorities, all such affidavits, certificates, contracts, agreements, instruments, instruments of transfer, receipts or other documents as in their judgment or in the judgment of any one of them shall be necessary or appropriate to carry out, comply with, and effectuate the intent of the Assignment and the consummation of the transactions contemplated hereby and thereby, the taking of such action to be conclusive evidence of the necessity or appropriateness thereof; and

FURTHER RESOLVED, that all prior actions taken by the Company in connection with the transactions described herein are hereby ratified, confirmed, authorized and approved in all respects.

This Consent may be executed in one or more counterparts, each of which shall constitute an original and all of which when taken together shall constitute one and the same Consent.

IN WITNESS WHEREOF, the undersigned have executed this certificate as of the
28 day of November, 2003.

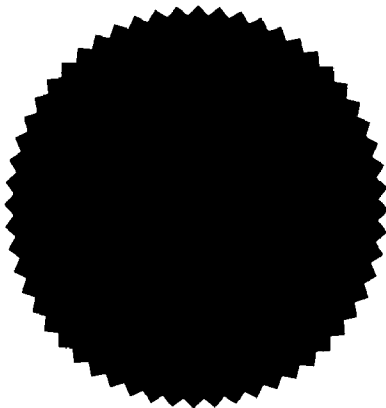
Date: 28 November 2003 
Michael John Yates, Director

Date: 28 November 2003 
Paul Jeremy Jempson, Director

Date: 28 November 2003 
Janette France, Director

Before me
CAB Ltd.
Notary Public.

1319398_v1




AFFIDAVIT AND INCUMBENCY STATEMENT

I, **Michael John Yates**, hereby declare that I am one of three (3) Directors of T.C.M. Limited ("T.C.M."), a company organized and existing under the laws of the Isle of Man, and that I am authorized to make this declaration on behalf of T.C.M. and take all actions contained in the annexed Assignment of United States Trademark Registrations and Applications on behalf of T.C.M.; that the statements made in the annexed Assignment of United States Trademark Registrations and Applications are true and correct; and that the statements in the annexed Assignment of United States Trademark Registrations and Applications are being made with the knowledge that willful false statements in connection with the registration and assignment of U. S. trademarks are a violation of Section 1001 of Title 18 of the United States Code.


This 28 day of November, 2003.

T.C.M. LIMITED

By 

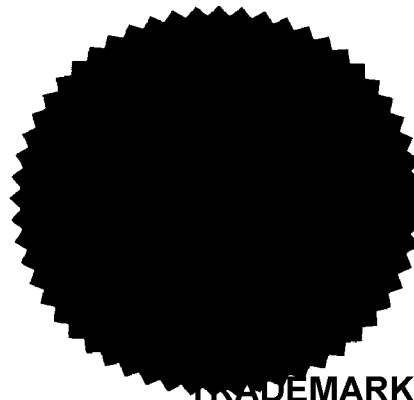
As Director

Sworn to and subscribed before me this 28 day of November, 2003.



Notary Public

Commission Expires: with life



TRADEMARK
REEL: 002914 FRAME: 0321

AFFIDAVIT AND INCUMBENCY STATEMENT

I, **Paul Jeremy Jempson**, hereby declare that I am one of three (3) Directors of T.C.M. Limited ("T.C.M."), a company organized and existing under the laws of the Isle of Man, and that I am authorized to make this declaration on behalf of T.C.M. and take all actions contained in the annexed Assignment of United States Trademark Registrations and Applications on behalf of T.C.M.; that the statements made in the annexed Assignment of United States Trademark Registrations and Applications are true and correct; and that the statements in the annexed Assignment of United States Trademark Registrations and Applications are being made with the knowledge that willful false statements in connection with the registration and assignment of U. S. trademarks are a violation of Section 1001 of Title 18 of the United States Code.

This 28 day of November, 2003.

T.C.M. LIMITED

By _____

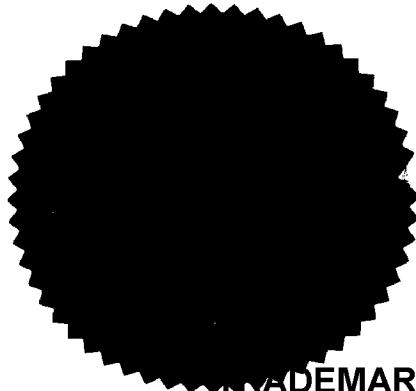
As Director

Sworn to and subscribed before me this 28 day of November, 2003.

Paul Jempson

Notary Public

Commission Expires: in life



AFFIDAVIT AND INCUMBENCY STATEMENT

I, **Janette France**, hereby declare that I am one of three (3) Directors of T.C.M. Limited ("T.C.M."), a company organized and existing under the laws of the Isle of Man, and that I am authorized to make this declaration on behalf of T.C.M. and take all actions contained in the annexed Assignment of United States Trademark Registrations and Applications on behalf of T.C.M.; that the statements made in the annexed Assignment of United States Trademark Registrations and Applications are true and correct; and that the statements in the annexed Assignment of United States Trademark Registrations and Applications are being made with the knowledge that willful false statements in connection with the registration and assignment of U. S. trademarks are a violation of Section 1001 of Title 18 of the United States Code.

This 28 day of November, 2003.

T.C.M. LIMITED

By Janette France

As DIRECTOR

Sworn to and subscribed before me this 28 day of November, 2003.

Robert A. ...
Notary Public
Commission Expires: with life

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