



12/20/04 MON 14:47 FAX 1 401 429 2173

SARDELLI INT'L

005

**ASSIGNMENT**

WHEREAS, TSS DUPONT HOLDINGS, INC., a corporation of the State of Rhode Island (hereinafter "Assignor"), is the owner of the mark listed below which is registered in the United States Patent and Trademark Office and the Canadian Trademarks Office:

**Mark:**

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**U.S. Registration No.:**

1,542,445

**U.S. Registration Date:**

June 6, 1989

**Canadian Registration No.:**

TMA361677

**Canadian Registration Date:**

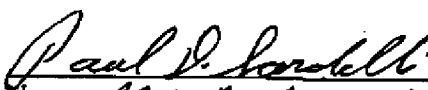
October 27, 1989

WHEREAS, SARDELLI INTERNATIONAL LLC, a limited liability company of the State of Rhode Island, (hereinafter "Assignee"), is desirous of acquiring said mark and said registration thereof.

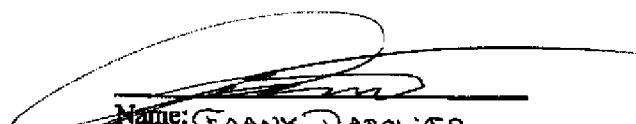
THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said mark, together with the goodwill of the business symbolized by the mark, and the registration thereof, and all rights to damages or profits, due or accrued, arising out of past infringement of said mark or injury to said goodwill, and the right to sue for and recover the same in the Assignee's own name.

IN WITNESS WHEREOF, this Assignment has been executed to be effective as of the 30th day of December 2003.

Dupont  
TSS Holdings, Inc.

  
Name: PAUL D SARDELLI  
Title: PRESIDENT

Sardelli International LLC

  
Name: FRANK DAPALITO  
Title: Authorized Signatory