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05-15-2000

U.S. Department of Commerce
Patent and Trademark Office

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101356073

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

1. Name of conveying party(ies):
 RAPAPORT CORPORATION

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: Martin Rapapor

Address: 15 West 47th Street
 Suite 600
 New York, New York 10036

APR 24 PM 12:02
 DEPT. OF COMMERCE

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 18, 2000

Individual(s) citizenship United States
 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) 1,815,092

Additional numbers attached? Yes No

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

Cowan, Liebowitz & Latman, P.C.
 1133 Avenue of the Americas
 New York, NY 10036-6799

6. Total number of applications and registrations involved: 1

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

Enclosed
 Any deficiency is authorized to be charged to
 Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415
 (Attach duplicate copy of this page if paying by deposit account)

05/12/2000 DC00TES 00000124 1015092
 David Sternbach, Esq.
 01 FC:481 40.00 OP

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.

David Sternbach [Signature] April 19, 2000

 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made the 18 day of April, 2000 between RAPAPORT CORPORATION, a corporation organized and existing under the laws of New York with its principal place of business at 15 West 47th Street, New York, N.Y. 10036 ("Assignor") and MARTIN RAPAPORT, an individual, residing at 15 West 47th Street, Suite 600, New York, N.Y. 10036 ("Assignee").

WHEREAS, Assignor has adopted and used in the United States the trademark RAPNET, Registration No. 1,815,092, registered on January 4, 1994, and is the owner of the registration; and

WHEREAS, Assignee wishes to acquire all of Assignor's right, title and interest in and to the Trademark RAPNET, and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns, transfers, and conveys unto Assignee all of its rights, title and interest in and to the Trademarks, whether statutory or at common law, including all applications and registrations thereof, together with the goodwill of the business symbolized by the Trademarks, and the right to sue for, collect and retain all damages and profits and all other remedies for past infringements thereof.

RAPAPORT CORPORATION

By: Martin Rapaport

Name: MARTIN RAPAPORT

Title: President

MXA/MXA/23711/01/403292.1