

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



5-101

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

101698256

1. Name of conveying party(ies):
The Carey Corporation
 Street Address: 4545 42nd Street, NW
 City: Washington
 State: DC Zip: 20016

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-District of Columbia
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Carey Associates, L.P.
 Street Address: 45 Belden Place
 City: San Francisco
 State: CA Zip: 94104

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

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

Execution Date: Effective as of December 27, 1988

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)
1,107,533
1,375,117

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Tracy R. Schubert, Esq.
 Internal Address: Nutter, McClennen & Fish, LLP
 Street Address: One International Place
 City: Boston
 State: MA Zip: 02110-2699

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... 65.00
 Enclosed
 Authorized to be charged deposit account

8. Deposit account number: 14-1449

(Attach duplicate copy of this page if paying by deposit account)

RECEIVED
2001 MAY -11 AM 9:18
ASSIGNMENT SERVICES DIVISION

05/02/2001 DBYRNE 00000162 1107533
01 FC:481 40.00 OP
02 FC:583 25.00 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.
Tracy R. Schubert Tracy R. Schubert 4/27/2001
 Name of Attorney Signature Date

Total number of pages including cover sheet: 3

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 02031

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011). Washington, D.C. 20503

**NOTICE OF
TRADEMARK ASSIGNMENT**

WHEREAS, THE CAREY CORPORATION ("Assignor"), a corporation organized and existing as of the effective date of this Notice of Trademark Assignment (the "Effective Date") under the laws of the District of Columbia (but dissolved on January 18, 1989), having its principal place of business as of the Effective Date at 4545 42nd Street NW, Washington, D.C. 20016, as the owner on the Effective Date of all right, title and interest in and to the following trademarks (the "Marks") which are registered in the United States Patent Office:

CAREY Reg. No. 1,107,533, granted November 28, 1976

CAREY Reg. No. 1,375,117, granted December 10, 1985

WHEREAS, CAREY ASSOCIATES, L.P. ("Assignee"), a limited partnership, organized and existing as of the Effective Date under the laws of the state of California, having its principal place of business on the Effective Date at 45 Belden Place San Francisco, CA 94104, is, as of the Effective Date, desirous of acquiring said trademarks and the registrations therefor:

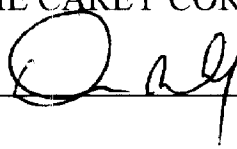
WHEREAS, pursuant to an assignment dated as of the Effective Date (the "Assignment"), Assignor transferred all of its right, title and interest in and to the Marks to Assignee;

NOW, THEREFORE, the undersigned, being the Secretary of the Assignor on the Effective Date, does, to the best of the undersigned's knowledge, hereby reaffirms the existence of the Assignment and, pursuant thereto, Assignor's transfer to Assignee of its entire right, title and interest to the Marks existing on the Effective Date, together with that part of the goodwill of the business connected with the use and symbolized by the Marks and the above registrations therefor.

This Notice of Trademark Assignment is executed effective as of this 27th day of December, 1988.

THE CAREY CORPORATION

By: _____



Title: Secretary

ACKNOWLEDGMENT

State/District of: Columbia

County of _____ ss.

On this 27th day of April, 2001, then personally appeared Don R. Daily known personally to me to be the Secretary of the above named corporation as of December 27, 1988 and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Michele B. DiMartino
Notary Public

My Commission Expires Aug. 31, 2003

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