

02-04-2002



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**RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

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Conveyance Type

Assignment Security Agreement

License Change of Name

Merger Other

U.S. Government
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Departmental File Secret File

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Mark if additional names of conveying parties attached

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

PATENT
REEL: 012524 FRAME: 0921

Correspondent Name and Address

Area Code and Telephone Number

512-495-8521

Name Andrew G. DiNovo

Address (line 1) Vinson & Elkins, LLP

Address (line 2) 2300 First City Tower

Address (line 3) 1001 Fannin

Address (line 4) Houston, Texas 77002

Pages Enter the total number of pages of the attached conveyance document including any attachments.

6

Application Number(s) or Patent Number(s)

Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

09/592,516

If this document is being filed together with a new Patent Application, enter the date the patent application was

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT

PCT

PCT

PCT

PCT

PCT

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the

Deposit Account Number:

22-0365

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Andrew G. DiNovo

Name of Person Signing

Signature

November 5, 2001

Date

**TRADEMARK, PATENT PENDING AND DOMAIN NAME ASSIGNMENT
AGREEMENT**

This Trademark, Patent Pending and Domain Name Assignment Agreement (the "Agreement"), is made as of this 20th day of July, 2001 by and between Charitygift Services, Inc., a Texas corporation (the "Seller"), and Gold Box, Inc., a Texas corporation (the "Buyer").

WHEREAS, Seller is the owner of the trademarks, trade names, trade styles, business names and service marks (the "Trademarks"), a Patent Pending (the "Patent") and Internet domain names (the "Domains") all as set forth on Exhibit A hereto, all common law rights relating thereto, and all registrations and applications relating thereto, and the goodwill of the business symbolized thereby and associated therewith;

WHEREAS, Seller, Charitableway, Inc., a Delaware corporation, Buyer and certain shareholders of Buyer have entered into an Asset Purchase Agreement, dated as of July 20th, 2001, pursuant to which Seller has agreed to transfer and assign the Trademarks, Patent and Domains to Buyer; and

WHEREAS, Seller desires to transfer and assign to Buyer, and Buyer desires to acquire, the Trademarks, Patent and Domains.

WHEREAS, buyer understands and agrees that Seller makes no representation or warranties regarding the status, validity or viability of any of the Trademarks, Patent or Domains which are transferred "As Is" to Buyer hereunder.

NOW, THEREFORE, effective as of the date hereof, by this document, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby sell, assign, and transfer to Buyer, and its successors and assigns, the entire right, title and interest in and to the Trademarks, Patent and Domains and (i) all applications and registrations which have been or may be filed or issued in respect thereto and any renewals thereof, (ii) all goodwill symbolized by and associated with the business conducted under the Trademarks and Domains, (iii) all income, royalties, damages, and payments hereafter due or payable in respect thereto, (iv) all causes of action by Seller against any third party (either in law or in equity) and the right to sue, counterclaim, and recover for past, present, or future infringement of the Trademarks and Domains or other rights transferred and assigned to Buyer under this Agreement, and (v) all rights corresponding to the foregoing throughout the world.

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FAX NO. 512 478 1978

SEP-12-2001 WED 03:04 PM GDHM AUSTIN TX USA

PATENT
REEL: 012524 FRAME: 0923

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

BUYER:

Gold Box, Inc.

By: _____
Randi Shade
President

SELLER:

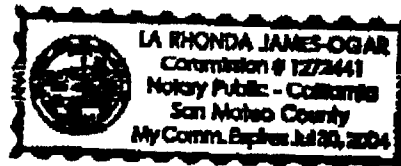
CHARITYGIFT SERVICES, INC.

By: William P. Mountanos
William P. Mountanos
President and Chief Executive Officer

STATE OF CALIFORNIA
COUNTY OF SAN MATEO

On this 20th day of July, 2001, before me, a Notary Public in and for the County of SAN MATEO in the State of CALIFORNIA personally appeared WILLIAM P. MOUNTANOS, to me known to be the PRESIDENT & CEO of CHARITYGIFT SERVICES, INC. and being duly sworn, averred that, being duly authorized, (s)he executed the foregoing Agreement as the free act and deed of said corporation for the uses and purposes set forth.

La Rhonda James-Ogar
NOTARY PUBLIC



0484554.01

EXHIBIT A

Trademarks and Logos

Charitygift, Generosity in a to-go box, Generosity to-go

Trademark Applications:

1. U.S. Trademark Serial No. 75/749, 549, filed July 13, 1999 for the mark: Charitygift and Design in Int. Class 035;
2. U.S. Trademark Serial No. 75/749, 548, filed July 13, 1999 for the mark: Charitygift in Int. Class 035;
3. U.S. Trademark Serial No. 75/752, 187, filed July 15, 1999 for the mark: Miscellaneous design in Int. Class 035;
4. U.S. Trademark Serial No. 75/828, 477, filed October 21, 1999 for the mark: Generosity in a to-go box in Int. Class 035;
5. U.S. Trademark Serial No. 75/840, 477, filed November 4, 1999 for the mark: Three Dimensional Card Design in Int. Class 035;
6. U.S. Trademark application filed June 26, 2000 for the mark: Three Dimensional Card Design in Int. Class 035;
7. U.S. Trademark application filed June 26, 2000 for the mark: Three Dimensional Card Design in Int. Class 035
8. U.S. Trademark application filed June 26, 2000 for the mark: Three Dimensional Card Design in Int. Class 035
9. U.S. Trademark application filed June 26, 2000 for the mark: Three Dimensional card Design in Int. Class 035
10. U.S. Trademark application filed June 26, 2000 for the mark: Three Dimensional card Design in Int. Class 035

Domain Names

charitygift.com, charitygift.net and charitygift.org

Patent Applications

U.S. Patent Application Entitled "System and Method for Charitable Giving" by Randi Shade and Stephanie Hicks-Butler, filed June 12, 2000.

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