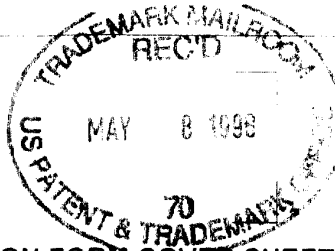


05-29-1998



100723292



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
6 1 97
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name CTM Holding Corp.

6 1 97

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name TM Acquisition Corp.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3838 East Van Buren

Address (line 2) _____

Address (line 3) Phoenix

Arizona

85008

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

05/28/1998 DCOATES 00000042 1704874

01 FC:481
02 FC:482

40.00 OP
1175.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 1734 FRAME: 0798

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

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

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1704874"/>	<input type="text" value="1823176"/>	<input type="text" value="1697577"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1990312"/>	<input type="text" value="1971137"/>	<input type="text" value="1823169"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1153366"/>	<input type="text" value="2057608"/>	<input type="text" value="1154155"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

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

Method of Payment: Enclosed Deposit Account

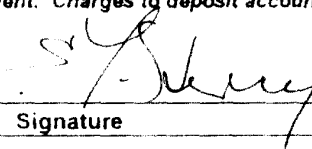
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

E.T. Henry/Senior Legal Assistant
Name of Person Signing


Signature

May 5, 1998
Date Signed

RECORDATION OF MERGER AND CHANGE OF NAME

**CTM HOLDING CORP.
into
TM ACQUISITION CORP.**

Continuation Sheet

<i>Mark</i>	<i>Registration No.</i>	<i>Issue Date</i>
COLDWELL BANKER CB & Design	2,059,501	May 6, 1997
COLDWELL BANKER CB & Design	1,173,560	October 13, 1981
COLDWELL BANKER CB & Design	1,215,241	November 2, 1982
COLDWELL BANKER CB ONLINE & Design	2,020,949	December 3, 1996
COLDWELL BANKER CB PRESERVING TRUST & Deisgn	1,823,139	February 22, 1994

<i>Mark</i>	<i>Registration No.</i>	<i>Issue Date</i>
COLDWELL BANKER COMMERCIAL	2,059,364	May 6, 1997
COLDWELL BANKER COMMERCIAL	1,598,908	May 29, 1990
COLDWELL BANKER PREVIEWS EXCEPTIONAL PROPERTIES & Design	1,918,994	September 12, 1995
COLDWELL BANKER CB REFERRAL NETWORK, INC. & Design	1,707,158	August 11, 1992
COLDWELL BANKER UNIVERSITY	1,842,126	June 28, 1994
COLDWELL BANKER UNIVERSITY & Design	1,788,525	August 17, 1993
COLDWELL BANKER UNIVERSITY & Design	1,876,968	January 31, 1995
EVERY DAY UNTIL IT'S SOLD	1,924,044	October 3, 1995
EXPECT THE BEST	1,700,825	July 14, 1992
EXPECT THE BEST	1,440,174	May 19, 1987
GLOBALNET	2,100,099	September 23, 1997
GUARDIAN	1,823,333	February 22, 1994
HARDIN STOCKTON	1,212,697	October 12, 1982
HELPING OTHERS THROUGHOUT THE HOLIDAY SEASON	1,959,391	February 27, 1996

<i>Mark</i>	<i>Registration No.</i>	<i>Issue Date</i>
HOMEMATCH	2,034,125	January 28, 1997
HOMENET	1,877,938	February 7, 1995
INTERCEDE	1,963,132	March 19, 1996
IRA E. BERRY	1,389,414	April 8, 1986
MARKET PLUS	1,804,717	November 16, 1993
NATIONWIDE & Design	1,153,369	May 5, 1981
PRESERVING THE TRUST	1,625,165	November 27, 1990
PRESERVING THE TRUST	1,823,177	February 22, 1994
PREVIEWS	565,757	October 21, 1952
RELOCATION I & Design	1,852,562	September 6, 1994
RNI	1,707,155	August 11, 1992
SCHLOTT	1,741,679	December 22, 1992
SCRIBE	1,827,723	March 22, 1994
SUPPORT YOU CAN COUNT ON	1,964,717	March 26, 1996
SUPPORT YOU CAN COUNT ON & Design	1,922,438	September 26, 1995

<i>Mark</i>	<i>Registration No.</i>	<i>Issue Date</i>
TAKE THE WORRY OUT OF BUYING YOUR NEXT HOME	1,746,050	January 12, 1993
THE FIRST NAME IN FINE REAL ESTATE	1,214,277	October 26, 1982
THE HOME MORTGAGE NETWORK	1,781,724	July 13, 1993
THE HOME SELLERS	1,450,200	July 28, 1987
THEY'LL BE GLAD YOU ASKED	1,980,125	June 11, 1996

cbctm.exh

ASSIGNMENT

WHEREAS, Coldwell Banker Corporation ("Assignor"), a Delaware corporation, having an address of 6 Sylvan Way, Parsippany, New Jersey 07054, has adopted and used the marks shown in the attached Exhibit A for which registrations have been obtained from the U.S. Patent and Trademark Office;

WHEREAS, CTM Holding Corp. ("Assignee"), a Delaware corporation, having an address of 3838 East Van Buren, Phoenix, Arizona 85008, acquired all right, title and interest in and to said marks, and the applications or registrations thereof, together with the goodwill of the business associated with the marks nunc pro tunc as of January 1, 1997;

WHEREAS, the parties desire to ratify said assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to said marks and the applications or registrations thereof, together with the goodwill of the business symbolized by the marks nunc pro tunc as of January 1, 1997.

COLDWELL BANKER CORPORATION

By Paul M. McNicol

Printed Name Paul M. McNicol

Title Senior Vice President

Date 3/11/97

cbctm.asg

EXHIBIT A**Registrations**

<i>Mark</i>	<i>Registration No.</i>	<i>Issue Date</i>
AT HOME	1,704,874	August 4, 1992
BEST BUYER	1,823,176	February 22, 1994
BEST BUYER GUIDEBOOK	1,697,577	June 30, 1992
BEST BUYER HOME FACTS	1,990,312	July 30, 1996
BEST BUYER HOME FACTS & Design	1,971,137	April 30, 1996
BEST SELLER	1,823,169	February 22, 1994
CB & Design	1,153,366	May 5, 1981
COLDWELL BANKER	2,057,608	April 29, 1997
COLDWELL BANKER	1,154,155	May 12, 1981
COLDWELL BANKER CB & Design	2,059,501	May 6, 1997
COLDWELL BANKER CB & Design	1,173,560	October 13, 1981
COLDWELL BANKER CB & Design	1,215,241	November 2, 1982
COLDWELL BANKER CB ONLINE & Design	2,020,949	December 3, 1996
COLDWELL BANKER CB PRESERVING TRUST & Deisgn	1,823,139	February 22, 1994

<i>Mark</i>	<i>Registration No.</i>	<i>Issue Date</i>
COLDWELL BANKER COMMERCIAL	2,059,364	May 6, 1997
COLDWELL BANKER COMMERCIAL	1,598,908	May 29, 1990
COLDWELL BANKER PREVIEWS EXCEPTIONAL PROPERTIES & Design	1,918,994	September 12, 1995
COLDWELL BANKER CB REFERRAL NETWORK, INC. & Design	1,707,158	August 11, 1992
COLDWELL BANKER UNIVERSITY	1,842,126	June 28, 1994
COLDWELL BANKER UNIVERSITY & Design	1,788,525	August 17, 1993
COLDWELL BANKER UNIVERSITY & Design	1,876,968	January 31, 1995
EVERY DAY UNTIL IT'S SOLD	1,924,044	October 3, 1995
EXPECT THE BEST	1,700,825	July 14, 1992
EXPECT THE BEST	1,440,174	May 19, 1987
GLOBALNET	2,100,099	September 23, 1997
GUARDIAN	1,823,333	February 22, 1994
HARDIN STOCKTON	1,212,697	October 12, 1982
HELPING OTHERS THROUGHOUT THE HOLIDAY SEASON	1,959,391	February 27, 1996

<i>Mark</i>	<i>Registration No.</i>	<i>Issue Date</i>
HOMEMATCH	2,034,125	January 28, 1997
HOMENET	1,877,938	February 7, 1995
INTERCEDE	1,963,132	March 19, 1996
IRA E. BERRY	1,389,414	April 8, 1986
MARKET PLUS	1,804,717	November 16, 1993
NATIONWIDE & Design	1,153,369	May 5, 1981
PRESERVING THE TRUST	1,625,165	November 27, 1990
PRESERVING THE TRUST	1,823,177	February 22, 1994
PREVIEWS	565,757	October 21, 1952
RELOCATION 1 & Design	1,852,562	September 6, 1994
RNI	1,707,155	August 11, 1992
SCHLOTT	1,741,679	December 22, 1992
SCRIBE	1,827,723	March 22, 1994
SUPPORT YOU CAN COUNT ON	1,964,717	March 26, 1996
SUPPORT YOU CAN COUNT ON & Design	1,922,438	September 26, 1995

<i>Mark</i>	<i>Registration No.</i>	<i>Issue Date</i>
TAKE THE WORRY OUT OF BUYING YOUR NEXT HOME	1,746,050	January 12, 1993
THE FIRST NAME IN FINE REAL ESTATE	1,214,277	October 26, 1982
THE HOME MORTGAGE NETWORK	1,781,724	July 13, 1993
THE HOME SELLERS	1,450,200	July 28, 1987
THEY'LL BE GLAD YOU ASKED	1,980,125	June 11, 1996

cbctm.exh

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CTM HOLDING CORP.", A DELAWARE CORPORATION,

WITH AND INTO "TM ACQUISITION CORP." UNDER THE NAME OF "TM ACQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 1997, AT 4:30 O'CLOCK P.M.



2230763 8100M

981119146

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9009029

DATE: 04-02-98

TRADEMARK
REEL: 1734 FRAME: 0809

CERTIFICATE OF MERGER
OF
CTM HOLDING CORP.
INTO
TM ACQUISITION CORP.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

CTM HOLDING CORP. DELAWARE

TM ACQUISITION CORP. DELAWARE

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is TM ACQUISITION CORP.

FOURTH: That the Certificate of Incorporation of TM ACQUISITION CORP., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of merger is on file at the principal place of business of the surviving corporation, the address of which is 3838 East Van Buren, Phoenix, Arizona 85038.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on June 1, 1997.

DATED:

06/01/97

TM ACQUISITION CORP.

By:


Senior Executive Vice President