



**ASSIGNMENT OF TRADEMARKS**

This ASSIGNMENT OF TRADEMARKS AGREEMENT is made and entered into as of the 23 day of December, 1999, by and between IMMEDIENT CORPORATION, a Delaware corporation (the "Assignor"), and PROFESSIONAL DRIVERS, INC., a Colorado corporation with principal offices at 222 W. Las Colinas Blvd., Suite 1250, Irving, Texas, 75039 (the "Assignee").

WHEREAS, Assignor owns all right, title and interest in and to the trademarks, service marks and trade names listed in Schedule A annexed hereto (the "Marks").

WHEREAS, Assignee is desirous of acquiring the Marks, and any applications and registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee its entire right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and any applications and registrations thereof.

Dated: December 23, 1999

IMMEDIENT CORPORATION

By: Joe Kelly

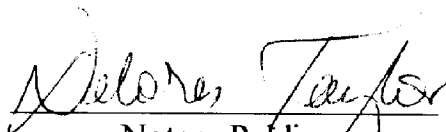
Name: Joe Kelly

Title: Vice President

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF NEW YORK    )

On this 23<sup>rd</sup> day of December, 1999, before me personally appeared

Joe Kelly, who, being by me duly sworn, did depose and say that that [s]he is  
Vice President of IMMEDIANT CORPORATION, that [s]he is authorized to execute the  
foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of  
Directors of said corporation.

  
Notary Public

DELORES TAYLOR  
Notary Public, State of New York  
No. 01TA6010553  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires July 20, 2000

**SCHEDULE OF MARKS**

<b>Mark</b>	<b>Registration (Application) Number</b>	<b>Registration (Application) Date</b>
PRODRIVERS	2,062,248	May 13, 1997