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10-13-2000



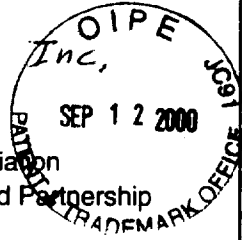
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Tab settings

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

1. Name of conveying party(ies):

CAREY LICENSING, Inc.



- Individual(s), General Partnership, Corporation-State, Other, Association, Limited Partnership

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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: June 3, 1993

2. Name and address of receiving party(ies)

Name: YERAC ASSOCIATES, L.P.

Internal Address: Suite 1100

Street Address: No. 1, BUSH ST

City: San Francisco State: CA ZIP: 94107

- Individual(s) citizenship, 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,107,533 for CAREY
1,375,117 for CAREY

Additional numbers attached? Yes No

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

Name: JOHN J. BYRNE

Internal Address:

10/12/2000 OWNED 00000133 024960 1107533

01 FC:481 40.00 CH
02 FC:482 25.00 CH

Street Address: 1400 N. 14th St.

City: Arlington State: VA ZIP: 22207

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 80.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

02-4960

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

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.

John J. Byrne Name of Person Signing

Signature

Sept 8, 2000 Date

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

ASSIGNMENT

WHEREAS, CAREY LICENSING, INC. ("Assignee"), a corporation organized and existing under the laws of the State of Delaware, having its principal place of business at 1900 Delaware Avenue, Wilmington, DE 19806, has adopted, used and is using trademarks which are registered in the United States Patent Office, namely:

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

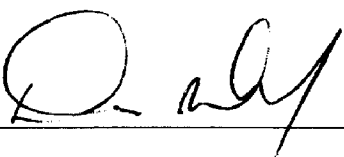
CAREY: Reg. No. 1,375,117, granted Dec. 10, 1985

WHEREAS, YERAC ASSOCIATES, L.P., a limited partnership, organized and existing under the laws of the State of California, having its principal place of business at No. 1 Bush Street, Suite 1100, San Francisco, California 94104, is desirous of acquiring said trademarks and the registrations therefor:

NOW, THEREFORE, in consideration of and in exchange for the sum of Ten Dollars (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, Assignor, CAREY LICENSING, INC., does hereby transfer to Assignee, YERAC ASSOCIATES, L.P., the entire right, title and good will of the business symbolized by the marks, and the above registrations therefor.

The Assignment is executed this 3 day of June, 1993.

CAREY LICENSING, INC.

By: 

Title: President