

ASSIGNMENT

WHEREAS, Dining In, Inc., a Massachusetts corporation, having a place of business at 35 Hichborn Street, Brighton, MA 02135 ("Assignor") is the owner of the following trademark registration and the trademark covered thereby:

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
DINING IN	2,079,269	July 15, 1997

WHEREAS, DiningIn.com, Inc., a corporation of Massachusetts, having an office and place of business at 35 Hichborn Street, Brighton, Massachusetts 02135 ("Assignee") is desirous of acquiring said mark and the registration therefor.

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby assign unto the Assignee all of Assignor's right, title and interest in and to the said mark and the registration therefor, together with the goodwill of the business symbolized by said mark and the registration therefor and including all rights to sue and recover for past infringement of said mark and the registration therefor.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed, by its duly authorized corporate officer effective this 19th day of July, 2005.

DINING IN, INC.

By: Robert C. Marini, Jr.
Robert C. Marini, Jr.
Title: Chief Operating Officer

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF Suffolk

On this 19th day of July, 2005, before me, the undersigned notary public, personally appeared Robert Marini proved to me through satisfactory evidence of identification, which were MA License, to be the person whose name is signed above in my presence.

William A. Marsh
Official Signature of Notary
My commission expires _____
Notary Public
My Commission Expires
October 3, 2010

SEAL

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