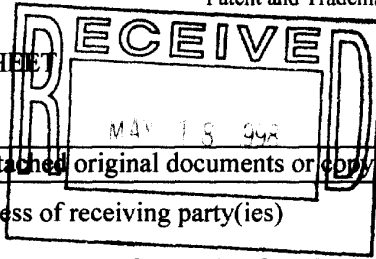


06-02-1998



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2 SHEET

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

WRD 5-18-98

1. Name of conveying party(ies):

OFFICEPLUS CORPORATION

- Individual
- General Partnership
- Corporation-State Missouri
- Other _____
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: ALLIANCE NATIONAL INCORPORATED

Internal Address: _____

Street Address: 122 East 42nd Street

City: New York State: New York Zip: 10168

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Nevada

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional names(s) & addresses(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: May 14, 1998

4. Application number(s) or registration number(s): **See Schedules A and B attached to the Assignment**

A. Trademark Application No. _____ B. Trademark Registration Nos. _____

Additional numbers attached? Yes No

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

Name: Polster, Lieder, Woodruff & Lucchesi, L.C.

Internal Address: Suite 230

Street Address: 763 South New Ballas Road

City: St. Louis State: MO Zip: 63141

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$140.00

- Enclosed
- Authorized to be charged to deposit account in case of any deficiency.

8. Deposit account number: 16-2201

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

06/01/1998 DCOATES 00000131 74655944

01 FC:481 40.00 OP
02 FC:482 100.00 OP

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.

Rose N. Perotti

Name of person Signing

Signature

5/14/98

Date

Total number of pages including cover sheet, attachments, and document: 4

SCHEDULE A

MARK	SERIAL NO.	FILING DATE
OA OFFICE ANYWHERE & DESIGN	74/655,944	April 4, 1995
OFFICEANYWHERE	74/549,043	July 14, 1994

SCHEDULE B

MARK	REGISTRATION NO.	REGISTRATION DATE
MISCELLANEOUS DESIGN (OfficePlus Logo)	1,176,479	November 3, 1981
OFFICEAWAY	971,566	October 23, 1973
OFFICEPLUS	1,028,875	December 30, 1975

MEMORANDUM OF ASSIGNMENT

Memorandum of Assignment made as of May 14, 1998 by OFFICEPLUS CORPORATION, a Missouri Corporation, located and doing business at One City Place Drive, St. Louis, Missouri 63141, to ALLIANCE NATIONAL INCORPORATED, a Nevada Corporation, located and doing business at 122 East 42nd Street, New York, New York 10168.

WHEREAS, OFFICEPLUS CORPORATION has adopted, used, and is using in its business certain trademarks, and is the owner of record of certain applications and registrations listed on the attached Schedules A and B, and has intended to use the marks listed in the attached Schedule A in commerce and has filed applications in the United States Patent and Trademark Office indicating that intention, but has not yet filed allegations of use under §1(c) or §1(d) of The Trademark Act, as amended (15 USC et.sec.); and

WHEREAS, ALLIANCE NATIONAL INCORPORATED is the successor of the business of OFFICEPLUS CORPORATION to which the marks pertain and ALLIANCE NATIONAL INCORPORATED is an ongoing and existing business, and is desirous of acquiring said trademarks, registrations and applications for registration;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, OFFICEPLUS CORPORATION does hereby assign unto ALLIANCE NATIONAL INCORPORATED all its right, title and interest in and to the trademarks, trademark applications and registrations listed on the attached Schedules A and B, together with the good will of the business symbolized by the trademarks.

OFFICEPLUS CORPORATION

Bonnie Deinenger
Bonnie Deinenger
Vice President

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

On this 14th day of May, 1998, Bonnie Deinenger, known to me to be the Vice President of OfficePlus Corporation, personally appeared before me and acknowledged that he signed the foregoing document in the capacity therein set forth.

Chandra L. Dalton
Notary Public

My Commission Expires:

CHANDRA L. DALTON
NOTARY PUBLIC, NOTARY SEAL
STATE OF MISSOURI, ST. LOUIS COUNTY
My Commission Expires: Sep. 30, 1998

TRADEMARK