

TRADEMARK ASSIGNMENT

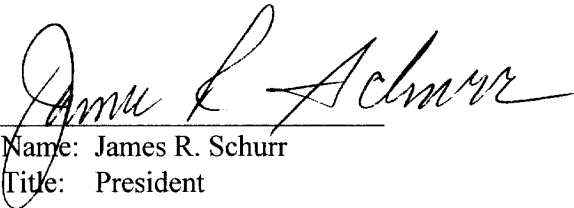
THIS AGREEMENT is effective as of January 1, 1998.

WHEREAS, Thomson Licensing Corporation, a corporation organized and existing under the laws of the State of Delaware, having an address at Two Mill Road, Wilmington, Delaware 19806 (hereinafter referred to as "Assignor"), has adopted, acquired, used and is using exclusively in its business the trademarks listed on Exhibit A attached hereto; and

WHEREAS, ME Licensing Corporation, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Assignee") is desirous of acquiring all right, title and interest in and to said trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee, its successors and assigns all of its right, title and interest in and to the trademarks listed on Exhibit A, together with all the goodwill of the business symbolized by said marks, and together with the right to sue and collect damages and/or profits for past infringements of said marks, the intent hereof being to substitute Assignee in the place of Assignor.

THOMSON LICENSING CORPORATION

By: 
Name: James R. Schurr
Title: President

SCHEDULE A

<u>Trademark</u>	<u>(Serial No.) Reg. No</u>
ACCUTEL	2,119,687
ACCUVISION	1,600,044
ESS	(75/384,346)
ESS (SYTLIZED)	1,617.846

Florida State Registration

ESS (SYTLIZED)	T11023
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Mexican Registration

ACCUVISION	428080
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