

MRD 3-9-98

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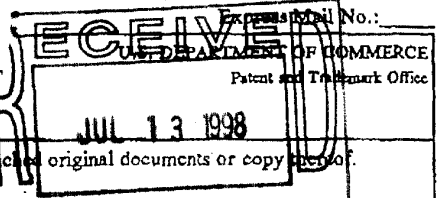
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FORM PTO-1594
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



RE 7-13-98

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.
Box Assignment, Washington, DC 20231

<p>1. Name of conveying party(ies): Comcor, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State, Virginia <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies):</p> <p>Name: Alliance National Incorporated</p> <p>Internal Address: _____</p> <p>Street Address: 122 E. 42nd Street</p> <p>City New York State NY ZIP 10168</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Nevada <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: 09/26/96</p>			
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No. (s)</p> <p>B. Trademark registration No. (s) 1875516</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Morrison Cohen Singer & Weinstein, LLP 750 Lexington Avenue New York, New York 10027</p> <p>Attn: Steven M. Cooperman, Esq.</p> <p>File No.: _____</p>		<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee enclosed (37 CFR 3.41): \$ 40.00</p> <p>8. Deposit account number: _____</p>	
DO NOT USE THIS SPACE			
<p>9. Statement and signature.</p> <p>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.</p> <p><i>Steven Cooperman</i> <i>[Signature]</i> 6/22/98 Name of Person Signing Reg. No. Signature Date</p> <p>Total number of pages comprising cover sheet: _____</p>			

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

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BILL OF SALE AND ASSIGNMENT

FOR GOOD AND VALUABLE CONSIDERATION paid by ALLIANCE National Incorporated, a Nevada corporation ("Buyer"), receipt of which is hereby acknowledged, COMCOR, Inc., a Virginia corporation having its offices at 7799 Leesburg Pike, Suite 900 North, Falls Church, Virginia 22043 ("Manager"), does hereby sell, transfer, convey, assign, and deliver to Buyer as a condition of and in furtherance of that certain Asset Purchase Agreement dated July 22, 1996 (the "Agreement"), between various affiliates of Buyer and Manager, the following assets and properties of Manager, tangible and intangible, personal and mixed, wherever any and all of such assets and properties shall exist on August 1, 1996 (the "Closing Date"):

- a. All of Manager's rights, title and interest to the name "COMCOR, Inc." and "The Perfect Office", and any other patents, tradenames, service marks, trademarks relating to Seller's and Seller Affiliates' business, and all registrations and applications pertaining thereto, and all drawings, blue prints, designs, patterns, samples, and the like relating to Manager's business.
- b. The Purchase Price for said assets shall be six thousand dollars (\$6,000.00).

TO HAVE AND TO HOLD all the assets and properties hereby sold, transferred, conveyed, assigned and delivered unto Buyer and its successors and assigns to its and their own use and behalf forever.

Manager covenants to do, execute, acknowledge and deliver all such further acts, assurances and other instruments and papers as may be required or appropriate to implement this Bill of Sale and Assignment.

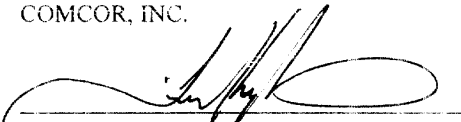
The Manager's duties and obligations under this Bill of Sale and Assignment are also binding upon the Manager's successors and assigns.

Buyer's rights and remedies under this Bill of Sale and Assignment also inure to the benefit of Buyer's successors and assigns.

IN WITNESS WHEREOF, the undersigned has executed and delivered this instrument as of the 26 day of September, 1996.

COMCOR, INC.

BY:



Alexander Matini, President