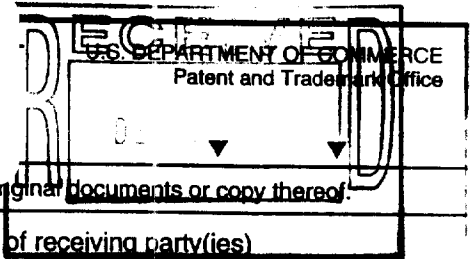


RECORD
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12-21-1998



100925356



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

1. Name of conveying party(ies): 1/1/98 12-11-98

Great Woods, Inc.

- Individual(s)
- General Partnership
- Corporation-State Massachusetts
- 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: November 25, 1998

2. Name and address of receiving party(ies)

Name: DLC Corp.

Internal Address: 16th Floor

Street Address: 650 Madison Avenue

City: New York State: NY ZIP: 10022

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

N/A

B. Trademark Registration No.(s)

1,748,945

Additional numbers attached? Yes No

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

Name: Thomas P. Harrison, Esq.

Internal Address: _____

Kassler & Feuer, P.C.

Street Address: 101 Arch Street

City: Boston State: MA ZIP: 02110

12/17/1998 BUYER 0000067 1748945

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

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

01 FC:481

40.00 CP

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.

Thomas P. Harrison, Esq.

Name of Person Signing

Signature

12/7/98

Date

Total number of pages including cover sheet, attachments, and document: 2

ASSIGNMENT OF SERVICE MARK

This Assignment made this 25 of November, 1998, between GREAT WOODS, INC., a Massachusetts corporation with a principal place of business at 885 South Main Street, Mansfield, Massachusetts 02048 ("Assignor") to DLC CORP., a Delaware corporation with a principal place of business at 650 Madison Avenue, 16th Floor, New York, New York 10022 ("Assignee").

WHEREAS, Assignor has adopted, has used and is using a "tree logo" service mark ("Mark") and is the owner of the registration of the Mark with the U.S. Patent and Trademark Office; and

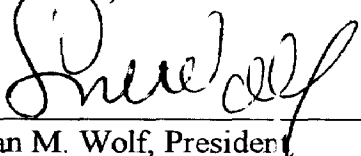
WHEREAS, Assignee is desirous of acquiring the Mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, Assignor hereby transfers, conveys and assigns to Assignee all of its right, title, and interest in and to the Mark, together with:

- a. the registration for the Mark, registered by the U.S. Patent and Trademark Office, Registration No. 1,748,945 on January 26, 1993; and
- b. all common law trademark rights in and to the Mark; and
- c. the goodwill of the business symbolized by or associated with the Mark, and the registration thereof; and
- d. the right to sue and recover for, and the right to profits and damages due or accrued arising out of or in connection with, any and all past, present or future infringement or dilution of or damage or injury to the Mark or the registration thereof or such associated goodwill.

IN WITNESS WHEREOF, the Assignor has executed this Assignment to take effect as an instrument under seal as of the date first written above.

GREAT WOODS, INC.

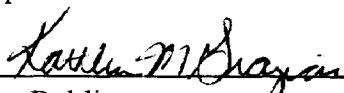
By: 
Sherman M. Wolf, President

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

November 25, 1998

On this 25 day of November, 1998, before me appeared Sherman M. Wolf, to me personally known, who being by me duly sworn, did say that he is the President of Great Woods, Inc., and that said instrument was signed and sealed in behalf of said corporation, and said Sherman M. Wolf acknowledged said instrument to be the free act and deed of said corporation.


Notary Public
My Commission Expires: 2/7/03