

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks, dated as of November 1, 1998, is executed by CARDXPRESS VENDING, INC., a Delaware corporation (the "Assignor"), in favor of FOTO FANTASY, INC., d/b/a Fantasy Entertainment, a Delaware corporation (the "Assignee").

WHEREAS, the Assignor and the Assignee have entered into a certain Asset Purchase Agreement dated as of November 1, 1998 (the "Purchase Agreement"), pursuant to which the Assignee has acquired certain of the assets of the Assignor; and

WHEREAS, pursuant to the Purchase Agreement, on the terms and subject to the conditions contained in the Purchase Agreement, the Assignor has agreed to assign to the Assignee all of the Assignor's right, title and interest in certain trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Assignor agrees as follows:

The Assignor hereby assigns to the Assignee all of the Assignor's rights, title and interest in and to the trademarks described on Schedule A, attached hereto, together with the goodwill of the business associated therewith and the right to sue third parties for infringement and to recover damages for past and future infringement of such trademarks.

IN WITNESS WHEREOF, the Assignor has caused this Assignment of Trademarks to be duly executed under seal as of and on the date first written above.

CARDXPRESS VENDING, INC., Assignor

By: [Signature]
Name: PIERRE SHEFF
Title: EXECUTIVE V.P.

State of NEW JERSEY
County of MORRIS

On this 15 day of December, 1998, before me personally appeared PIERRE SHEFF, to me personally known, who, being by me duly sworn, did say that he is the EXEC V.P. of CARDXPRESS VENDING, INC., and that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged said instrument to be the free act and deed of said corporation.

[Signature]
Notary Public
My Commission Expires: _____

JEANNE DONNELLY
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 8/6/2003

SCHEDULE A

<u>TRADEMARKS</u>	<u>SERIAL #</u>	<u>REG. NO.</u>	<u>STATUS</u>	<u>FILED</u>	<u>REGISTERED - DATE</u>
FOTO FUN EXPRESS	74492556	1885891	Registered	2/22/94	3/28/95

TRADDOCS: 1147155.1 (_15f011.doc)