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100937069

To the Honorable Commissioner of Patents and Trademarks

Original documents or copy thereof

1. Name of conveying party(ies):

Block & Nardizzi, Inc.

1/4/99

- Individual(s)
- General Partnership
- Corporation-State Connecticut
- 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: May 31, 1998

2. Name and address of receiving party(ies)

Name: The Earle Palmer Brown Company, Inc.

Internal Address:

Street Address: 6935 Arlington Road

City Bethesda State MD ZIP: 20814

- 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)

B. Trademark Registration No.(s)

See attached Schedule.

Additional numbers attached? Yes No

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

Name: Jeffrey C. Katz, Esq.

Internal Address: DAVIS & GILBERT LLP

Street Address: 1740 Broadway

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Jeffrey C. Katz, Esq.

Name of Person Signing

Jeffrey C. Katz
Signature

12-30-98

Date

Total number of pages including cover sheet, attachments, and document: 5

SCHEDULE

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
CHIP-IN	1,950,549	January 23, 1996
BUDDY UP and Design	2,152,929	April 21, 1998
BEN MARKETING GROUP BEN PROMOTION BEN DIRECT BEN SPORTS MARKETING and Design	2,165,877	June 16, 1998

ASSIGNMENT


WHEREAS, BLOCK & NARDIZZI, INC., a corporation of the State of Connecticut with a place of business at One Stamford Landing, Stamford, Connecticut 06902 (hereinafter "Assignor"), is the owner of the marks listed on the attached schedule which are registered in the United States Patent and Trademark Office:

WHEREAS, THE EARLE PALMER BROWN COMPANIES, INC., a corporation of the State of Delaware with its principal place of business at 6935 Arlington Road, Bethesda, Maryland 20814 (hereinafter "Assignee"), is desirous of acquiring said marks and said registrations thereof.

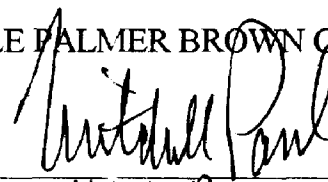
THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said marks, together with the goodwill of the business symbolized by the marks, and the registrations thereof, and all rights to damages or profits, due or accrued, arising out of past infringement of said marks or injury to said goodwill, and the right to sue for and recover the same in the Assignee's own name.

IN WITNESS WHEREOF, this Assignment has been executed to be effective as of the 31st day of May 1998.

BLOCK & NARDIZZI, INC.

By: 
Name: Chuck Nardizzi
Title: Pret.

THE EARLE PALMER BROWN COMPANIES, INC.

By: 
Name: Mitchell Paul
Title: Secretary