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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Franchise Services, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Cullman Ventures, Inc.

Internal Address: _____

Street Address: 767 Third Avenue

City: New York State: NY ZIP: 10017

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

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Execution Date: 10-9-98

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,360,494

Additional numbers attached? Yes No

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

Name: George R. McGuire

Internal Address: Hancock & Estabrook, LLP

Street Address: 1500 Mony Tower 1

PO Box 4976

City: Syracuse State: NY ZIP: 13221

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:

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

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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.

George R. McGuire

Name of Person Signing

Signature

10/2/98

Date

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT OF REGISTRATION OF A TRADEMARK

WHEREAS, FRANCHISE SERVICES, INC., a corporation organized and existing under the laws of the State of California, having a place of business at 26722 Plaza Drive, Mission Viejo, CA 92691 ("Assignor"), has adopted and used a trademark which is registered in the United States Patent and Trademark Office as U.S. Trademark Registration No. 1,360,494, registered September 17, 1985, and is the owner of the goodwill of the business symbolized by said trademark; and

WHEREAS, CULLMAN VENTURES, INC., a corporation organized and existing under the laws of the State of New York, having a principal place of business at 767 Third Avenue, New York, NY 10017 ("Assignee"), is desirous of acquiring said trademark and the registration thereof;

NOW, THEREFORE, to all whom it may concern, be it known that for one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and set over unto Assignee all right, title and interest in and to said trademark, together with the goodwill of the business symbolized the trademark, and the above identified registration thereof.

IN WITNESS WHEREOF, Assignor has caused this instrument to be signed by its duly authorized representative this 9th day of October, 1998.

ASSIGNOR:

FRANCHISE SERVICES, INC.
a California corporation

By:
DONALD F. LOWE

Title: President

STATE OF CALIFORNIA)
) ss:
COUNTY OF)

On this 9th day of October, 1998, before me personally appeared DONALD F. LOWE, to me known to be the person in the foregoing instrument and he duly acknowledged to me the execution thereof.

Witness my hand and official seal.

My commission expires: 7/29/2002

Notary Public

I:\CULLMAN\TMS\YRSTRULY.ASG

