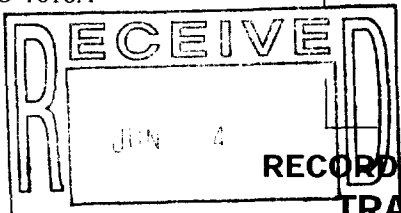


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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



06-10-1999



101059483
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

06/10/1999 NTHA11 00000045 150184 2145010

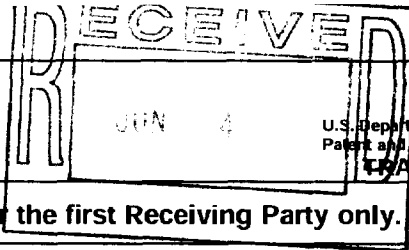
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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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REEL: 001910 FRAME: 0589



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

602-263-2654

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,145,010"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

John Burton

Name of Person Signing

Signature

4 June 99

Date Signed

ASSIGNMENT OF TRADEMARK

Effective Date: November 20, 1998

WHEREAS, Racer Communications, Inc., a corporation organized and existing under the laws of the State of California, having a place of business at 1371 East Warren Avenue, Suite E, Tustin, California 92680 (the "Assignor"), has adopted and used the trademark (the "Mark") identified on Exhibit A hereto, and as of the Effective Date of this Assignment of Trademark was using and was the owner of the registration of such Mark identified on said Exhibit A in the United States Patent and Trademark Office; and

WHEREAS, Tech 2000 Worldwide, Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts, having a place of business at 1095 Turnpike Street, Canton, MA 02021 (the "Assignee"), is desirous of acquiring all right, title and interest in and to said Mark and the registration thereof, including all common law and statutory trademark rights related to the Mark, together with all goodwill pertaining thereto, effective as of the Effective Date hereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, effective as of the Effective Date hereof, said Assignor does hereby assign, sell and transfer unto said Assignee all right, title and interest in and to the said Mark, together with (a) the registration of said Mark, (b) the goodwill of the business symbolized by and associated with said Mark and the registration thereof, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to said Mark or the registration thereof or such associated goodwill.

IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal, effective as of the 20th day of November, 1998.

RACER COMMUNICATIONS, INC.

By: William E. Sparks
 Name: William E. Sparks
 Title: Vice President

The foregoing assignment of said Mark and the registration thereof by the Assignor to the Assignee is hereby accepted effective as of the date set forth above.

TECH 2000 WORLDWIDE, INC.

By: Roger J. Falcione
Name: ROGER FALCIONE
Title: PRESIDENT

STATE OF CALIFORNIA,
COUNTY OF _____, ss:

On this _____ day of November, 1998, before me personally appeared _____ of RACER COMMUNICATIONS, INC., a California corporation, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same on behalf of the said corporation as its free act and deed.

Notary Public

STATE OF ARIZONA,
COUNTY OF _____, ss:

In Phoenix, Arizona, in said County on this 20th day of November, 1998, before me personally appeared Roger Falcione, _____ of TECH 2000 WORLDWIDE, INC., a Massachusetts corporation, to me known and known by me to be the party executing the foregoing instrument, and acknowledged that he executed the same on behalf of said corporations .



Suzette M Buron
Notary Public

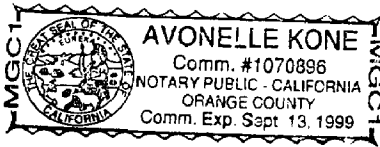
The foregoing assignment of said Mark and the registration thereof by the Assignor to the Assignee is hereby accepted effective as of the date set forth above.

TECH 2000 WORLDWIDE, INC.

By: [Signature]
Name: ROGER FALCIONE
Title: PRESIDENT

STATE OF CALIFORNIA,
COUNTY OF ORANGE, ss:

On this 20 day of November, 1998, before me personally appeared WILLIAM F. SPARKS, VICE PRESIDENT of RACER COMMUNICATIONS, INC., a California corporation, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same on behalf of the said corporation as its free act and deed.



[Signature]
Notary Public

STATE OF ARIZONA,
COUNTY OF _____, ss:

In Phoenix Arizona, in said County on this 20th day of November, 1998, before me personally appeared Roger Falcone, _____ of TECH 2000 WORLDWIDE, INC., a Massachusetts corporation, to me known and known by me to be the party executing the foregoing instrument, and acknowledged that he executed the same on behalf of said corporations.



[Signature]
Notary Public

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EXHIBIT A

Registration --
United States Patent and Trademark Office

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
GO RACING!	2,145,010	March 17, 1998

DOCSC\687296.1