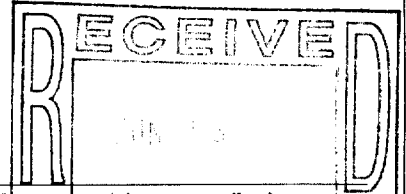


06-17-1999



101067493

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MD 6-14-99

75/304042

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

06/17/1999 DNGUYEN 00000017 75304242

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40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 001915 FRAME: 0175

Domestic Representative Name and Address

Enter for the first Receiving Party only.

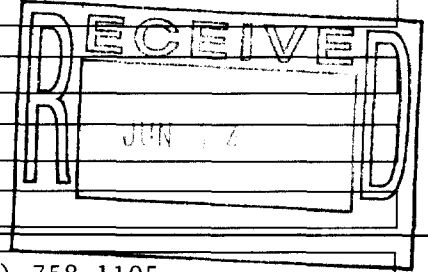
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number (713) 758-1105

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" value="75304242"/>	<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"/>	<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.

W. Scott Brown
Name of Person Signing

Signature

6/10/97
Date Signed

CONFIRMATION OF ASSIGNMENT OF TRADEMARKS

WHEREAS, Church Impressions, L.L.C., f/k/a Landmark Community Interests, L.L.C., a Virginia limited liability company ("Seller"), was the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks"); and

WHEREAS, by the terms of the Restructuring and Spin-Off Agreement dated as of August 28, 1998, OnePlace, LLC, a North Carolina limited liability company ("Acquiror"), acquired certain assets of Seller, including the Trademarks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Seller does hereby confirms its assignment and grant to Acquiror its right, title and interest in and to the Trademarks, together with all proceeds and products thereof and the goodwill of the business symbolized by the Trademarks, effective as of August 28, 1998.

SELLER:

CHURCH IMPRESSIONS, L.L.C., f/k/a
LANDMARK COMMUNITY INTERESTS, L.L.C.

By: Mark M. Fentress
Name: MARK M. FENTRESS
Title: CFO
Date: 3/4/99

ACQUIROR:

ONEPLACE, LLC
By: Leon J. Gentry
Name: Leon J. Gentry
Title: PRESIDENT
Date: 3/8/99

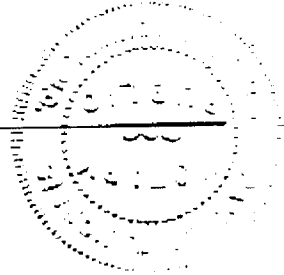
STATE OF North Carolina

COUNTY OF Gulford

Before me appeared Mark Fentress, the CFO
of CHURCH IMPRESSIONS, L.L.C., f/k/a LANDMARK COMMUNITY INTERESTS, L.L.C.,
a Virginia limited liability company, who acknowledged that he/she signed the above instrument
on behalf of the limited liability company by its authority duly given.

Witness my hand and seal this 4th day of March, 1999.

Parcela A Norris
Notary Public



My Commission Expires:

10/3/2001

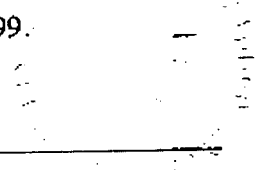
STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

Before me appeared Leon J. Gentry, the President
of ONEPLACE, LLC, a North Carolina limited liability company, who acknowledged that he/she
signed the above instrument on behalf of the limited liability company by its authority duly given.

Witness my hand and seal this 8th day of March, 1999.

Betty Smith
Notary Public



My Commission Expires:

May 7, 2002

Schedule A

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Filing Date</u>	<u>Issue or Filing Date</u>
Church Impressions, L.L.C. (formerly known as Landmark Community Interests, L.L.C.)	GUARDIANET	75-304,242	United States of America	June 6, 1997	

AKHMF2: 61955_1

TOTAL P.04

RECORDED: 06/14/1999

TRADEMARK
REEL: 001915 FRAME: 0179