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U.S. Patent & TMOfc/TM Mail Rcpt Dt. #11

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receiving an interest:

1. Name of Party(ies) conveying an interest:

8.16.99

KYLE BURNS

Name: MICRO X2 CORPORATION CORP.
Address: 123 SOUTH BROAD STREET
City: PHILADELPHIA
State: PENNSYLVANIA Zip: 19109

Entity:

Individual(s) Association
 Gen. Partnership Ltd. Partnership
 Corporation-State
 Other

Entity:

Individual(s) Association
 Gen. Partnership Ltd. Partnership
 Corporation-State PENNSYLVANIA
 Other

Citizenship

3. Description of the interest conveyed: Assignment
 Merger Change of Name
 Security Agreement
 Other

If not domiciled in the U.S., a domestic representative designation is attached: Yes No

Execution Date July 26, 1999

4. Appln. no.(s) or reg. no.(s). Additional sheet attached? Yes No

A. Trademark Application No.(s):
75/495955

B. Trademark Registration No.(s):

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

Name: Louis Weinstein
Weinstein & Kimmelman
Address: The Bellevue
Broad Street at Walnut
Sixth Floor
City: Philadelphia
State: Pennsylvania Zip Code: 19102

6. Number of applications and registrations involved: 3

7. Total Fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be Charged to Deposit Account

8. Deposit Account Number: 23-0815

08/18/1999 MTHA11 00000369 75495955

DO NOT USE THIS SPACE

01 9C:481 Statement and sure.

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.

Executed on: August 6, 1999

Paul Kerrigan

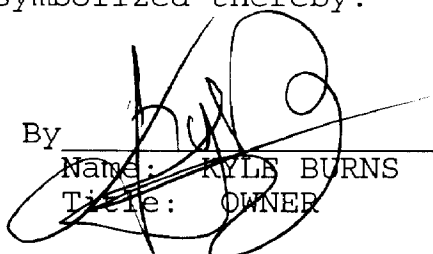
Total Number Of Pages Including Cover Sheet, Attachments, And Document: 2

TRADEMARK ASSIGNMENT

WHEREAS, KYLE BURNS, an individual, residing at 1801 JFK Boulevard, Suite 2509, Philadelphia, PA 19103 has filed an application now assigned serial number 75/495955, has intended to use the mark in commerce, and has filed an application now assigned serial number 75/495955 indicating that intention, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act. Applicant is assigning the mark in the above-identified application as part of the entire business or portion thereof to which the mark pertains as required by 15 USC §1060;

WHEREAS, MICRO X2 CORPORATION, having a principal place of business at 123 South Broad Street, Philadelphia, PA 19107 is desirous of acquiring said pending trademark;


NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said does hereby assign to the said all right, title and interest in and to the trademark and the goodwill of the business symbolized thereby.

By 
Name: KYLE BURNS
Title: OWNER

State of Pennsylvania :
: ss.:
County of Philadelphia :

On this 26th day of July, 1999, before me appeared KYLE BURNS, the person who signed this instrument, who acknowledged that he signed it as a free act on his own behalf.

Sworn to and subscribed before me this 26 day of July 1999

Notary Public 
NOTARIAL SEAL
PAUL P. ZAIDAN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Feb. 16, 2002