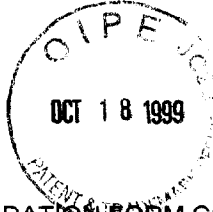


MRD 10-18-99

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FORM PCT-1618A
Expires 6/30/99
OMB 0651-0027

U.S. Department of Commerce



10-21-1999



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RECORDATION FORM COVL
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Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name **Advantage Capital Corporation**

Execution Date
Month Day Year

10/08/99

Formerly []

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other []

Citizenship/State of Incorporation/Organization **New York**

Receiving Party

Mark if additional names of receiving parties attached

Name **American International Group, Inc.**

DBA/AKA/TA []

Composed of []

Address (line 1) **70 Pine Street**

Address (line 2) []

Address (line 3) **New York** **New York** **10270**
City State/County Zip Code

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

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.)

10/20/1999 DWGUYEN 00000167 2035525

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01 FC:481
02 FC:482

40.00 OP
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TRADEMARK
REEL: 001977 FRAME: 0013

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 **(312) 321-4200**

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. **3**

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="2,035,525"/>	<input type="text" value="1,555,033"/>	<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. **#2**

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): **\$65.00**

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: #23-1925

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 deposition account are authorized, as indicated herein.

Barbara A. Larsen
Name of Person Signing

Barbara A. Larsen
Signature

10/13/99
Date Signed

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS FROM ADVANTAGE CAPITAL CORPORATION TO AMERICAN INTERNATIONAL GROUP, INC.

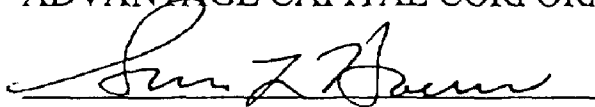
WHEREAS, Advantage Capital Corporation., a New York corporation, having its principal place of business at 8 Greenway Plaza, Houston, Texas 77046 (Assignor), has adopted, used, and is the owner of the trademarks and/or service marks as shown on Schedule A hereto (hereinafter, the "Marks");

WHEREAS, American International Group, Inc. (Assignee), a Delaware corporation, having its principal place of business at 70 Pine Street, New York, New York 10270, is desirous of acquiring the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and its successors in interest, all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks and any applications and registrations therefor, and including all common-law and other rights in the Marks, all claims, demands and causes of action, both at law and in equity, that Assignor may have, or may hereinafter acquire, on account of any infringement of the Marks and any applications and registrations therefor prior to the date hereof, and does hereby empower Assignee, and its successors in interest, to sue for and collect the same, to its and their own and absolute use.

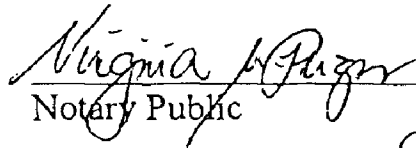
IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor, does hereby execute this assignment to take effect on October 8, 1999.

ADVANTAGE CAPITAL CORPORATION

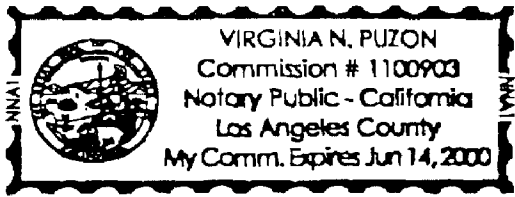

Susan L. Harris
Secretary

State of California)
)SS:
County of Los Angeles)

On this 8th day of October, 1999, before me, a Notary Public in and for said county, appeared Susan L. Harris, who is personally known to me to be the same person whose name is subscribed to the foregoing assignment document, and acknowledged that she signed and delivered the document as her free and voluntary act for the uses and purposes therein set forth.


Notary Public

My Commission Expires June 14, 2000



SCHEDULE A

ADVANTAGE CAPITAL CORPORATION

Mark	Registration No. Serial No.	Issue Date Filing Date
Money Tree Design	2,035,525 75/064,632	February 4, 1997 February 28, 1996
ADVANTAGE CAPITAL	1,555,033 73/706,617	September 5, 1989 January 20, 1988