

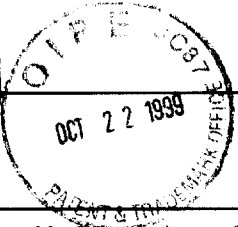
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Express Mail No.: EL 265 832 887 US

FORM PTO-1594
1-31-92



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.
Box Assignment, Washington, DC 20231

1. Name of conveying party(ies):

Interoffice Management, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Virginia
- Other

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: Vantas Incorporated

Internal Address: _____

Street Address: 90 Park Avenue

City New York State NY ZIP 10036

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State of Nevada

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 22, 1999

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

A. Trademark Application No.(s) 75/534965

B. Trademark registration No.(s) 1,893,293

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
1155 Avenue of the Americas
New York, NY 10036

Attn.: Catherine H. Stockell, Esq.

File No.: 9456-028-999

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41):.....\$ \$175.00

Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

DO NOT USE THIS SPACE

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.

Patricia Vega
Name of Person Signing Reg. No.

Patricia Vega
Signature

October 22,
1999
Date

Total number of pages comprising cover sheet: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

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01 FC:481 40.00 CH
02 FC:482 150.00 CH

TRADEMARK
REEL: 001981 FRAME: 0659



SCHEDULE OF APPLICATIONS AND REGISTRATIONS

Trademark	Ser. No.	Filing Date
E-CENTERS	75-534,965	8/12/98
ECENTERS	75-534,944	8/12/98

Trademark	Reg. No.	Reg. Date
INTEROFFICE STAFFED & EQUIPPED OFFICES NATIONWIDE	1,893,293	5/9/95
HELPING COMPANIES SUCCEED - NATIONWIDE	1,983,066	6/25/96
Miscellaneous Design Mark	1,984,691	7/2/96
OFFICE ACCESS BUSINESS FACILITIES AND SERVICES and Design	1,996,631	8/27/96
INTEROFFICE	1,470,936	12/29/87

NY2 - 1008851.1

TRADEMARK
REEL: 001981 FRAME: 0660

ASSIGNMENT

WHEREAS, **Interoffice Management, Inc.**, a corporation organized and existing under the laws of the State of Virginia, with a principal place of business at 11350 Random Hills Road, Suite 800, Fairfax, Virginia ("Assignor"), is the owner of the trademarks and the registrations and application thereof in the United States Patent and Trademark Office as set forth in the **Schedule** attached hereto together with the goodwill of the business connected with and symbolized by said trademarks;

WHEREAS, **VANTAS Incorporated**, a corporation organized and existing under the laws of the State of Nevada, with a principal place of business at 90 Park Avenue, New York, New York 10016 ("Assignee"), is desirous of acquiring said trademarks and the registrations and application thereof together with the goodwill of the business connected with and symbolized by said trademarks; and

WHEREAS, Assignee, **VANTAS Incorporated**, is the successor to the portion of the ongoing and existing business to which the trademarks pertain;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor, **Interoffice Management, Inc.**, does hereby sell and assign unto the Assignee, **VANTAS Incorporated**, all right, title and interest in and to said trademarks and the registrations and application thereof as set forth in the **Schedule** attached hereto, together with the goodwill of the business connected with and symbolized by said trademarks and together with all the rights for recovery, damages and profits for past infringements, if any.

IN WITNESS WHEREOF, the Assignor, **Interoffice Management, Inc.**, has caused this instrument to be executed by its duly authorized corporate officer this 22nd day of OCTOBER, 1999.

INTEROFFICE MANAGEMENT, INC.

By: 

Name: ALAN LANGER

Title: SECRETARY / TREASURER

NY2 - 1008837.1



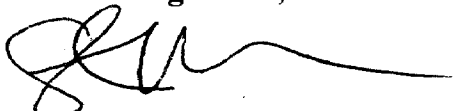
UNITED STATES

DECLARATION

ALAN LANGER, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statement may jeopardize the validity of the Assignment, declares that he is the SECRETARY/TREASURER of **Interoffice Management, Inc.**, and is authorized to execute this instrument on behalf of said corporation; that he believes said corporation to be the owner of the said trademarks and applications as set forth in the **Schedule** and that the facts set forth in this Assignment are true.

DATED: OCTOBER 25, 1999

Interoffice Management, Inc.

By: 

Name: STEVEN M. COOPERMAN

Title: ASSISTANT SECRETARY

NY2 - 1008837.1

RECORDED: 10/22/1999

TRADEMARK
REEL: 001981 FRAME: 0662