

01-24-2000

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To the Honorable Commissioner of Patent

... the attached original documents or copy thereof.

1. Name of conveying party(ies):
The Museum Company, Inc.

2. Name and Address of receiving party(ies)

Museum Corp.

Address: 185 Bethpage Sweet Hollow Road
Old Bethpage, New York 11804

- Individual(s)
 - General Partnership
 - Corporation - Delaware
 - Other
 - Association
 - Limited Partnership
- Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - Delaware
- Other _____

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

Execution Date: October 5, 1999
Effective Date: May 28 1999

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

A. 75/655038

B. Trademark Registration Nos. N/A

Additional numbers attached? Yes No

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

Bruce J. Goldner, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
919 Third Avenue
New York, New York 10022-3897

6. Total number of applications involved: 1

7. Total fee (37 CFR 3.41). \$40.00.....

- Enclosed
- All or any deficiency is authorized to be charged to Deposit Account No. 19-2385.

8. Deposit Account No. 19-2385

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.

Bruce J. Goldner
Name

Signature

December 27, 1999
Date

Total number of pages including cover sheet, attachments, and document: 5

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UNITED STATES TRADEMARK ASSIGNMENT

WHEREAS, The Museum Company, Inc., (hereinafter, "Assignor") a corporation of the State of Delaware, having its principal office and place of business at 695 Route 46 West, Fairfield, New Jersey 07004, is the owner of the United States service mark

THE MUSEUM COMPANY and Design
Serial No. 75/655038
Date filed: March 5, 1999,

common law rights relating thereto, and registration and application relating thereto; and

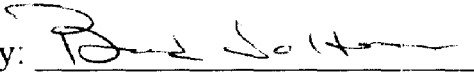
WHEREAS, Museum Corp. (hereinafter, "Assignee"), a corporation of the State of Delaware, having its principal office and place of business at 185 Bethpage Sweet Hollow Road, Old Bethpage, New York 11804, and doing business in New York under the name Alva Museum Reproductions, desires to acquire the entire right, title and interest in and to said service mark, including registration and application therefor and the good will of the business symbolized thereby.

NOW, THEREFORE, effective as of May 28, 1999, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, and transfer to Assignee, and its successors and assigns, its entire right, title and interest in the United States in and to said service mark and application and registration in respect thereto and any renewals thereof, together with all good will symbolized by and associated with the business conducted under said service mark, and all income, royalties, damages, and payments now or hereafter due or payable in respect thereto, and in and to all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for past, present, or future infringement of the rights assigned to Assignee under this Trademark Assignment.

WHEREFORE, Assignor has caused this Trademark Assignment to be duly executed below, on the date indicated, by its duly authorized officer.

("Assignor")

THE MUSEUM COMPANY, INC.

By: 
Print Name: BRAD JOHNSON
Title: PRESIDENT

Dated: Oct 5, 1999