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To the Honorable Commissioner of Pat

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attached original documents or copy thereof.

1. Name of conveying party(ies):

Animated Video Products, Inc.

6-16-00

- Individual(s)
- General Partnership
- Corporation-State Illinois
- 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

Execution Date: May 31, 2000

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

Name: Virtual Vendor, Inc.

Internal Address: 7th Floor

Street Address: 555 West Hastings Street  
British Columbia, Canada

City: Vancouver State: ZIP: V6B 4N6

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Canadian
- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,170,157

Additional numbers attached?  Yes  No

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

Name: Kathryn Jennison Shultz

Internal Address: Jennison & Shultz, P.C.

Street Address: Crystal Plaza #1, Suite 1102

2001 Jefferson Davis Highway

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

Kathryn Jennison Shultz  
Name of Person Signing

*Kathryn Jennison Shultz*  
Signature

June 15, 2000

Date

Total number of pages comprising cover sheet: 1

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration No. 2,170,157

Trademark: / VIRTUAL VENDOR

Issued: June 30, 1998

International Class: 9

Registrant: Virtual Vendor, Inc., by assignment  
from Animated Video Products, Inc.

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Hon. Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

Attention: Box Assignments - No Fee

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Jennison & Shultz, P.C., with offices at Crystal Plaza #1, Suite 1102, 2001  
Jefferson Davis Highway, Arlington, Virginia 22202, is designated as registrant's  
representative upon whom notices or process in proceedings affecting the mark may be  
served.

Respectfully submitted,

Virtual Vendor, Inc.

Date: Jun. 15, 2000

By 

Name: Peter Odehnal

Title: President

TOTAL P.01

TRADEMARK  
REEL: 002099 FRAME: 0289

ASSIGNMENT OF TRADEMARK

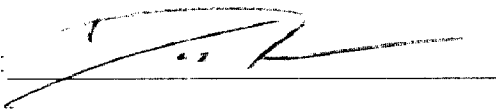
WHEREAS, Animated Video Products, Inc. ("Assignor"), an Illinois corporation, whose business address is 4139 Main Street, Skokee, Illinois 60076, is the owner of U.S. Trademark Registration No. 2,170,157 issued June 30, 1998, for the trademark VIRTUAL VENDOR;

WHEREAS, Virtual Vendor, Inc. ("Assignee"), a Canadian corporation, having a place of business at 555 West Hastings Street, 7<sup>th</sup> Floor, Vancouver, British Columbia, Canada V6B 4N6, is desirous of acquiring the trademark and the registration thereof, and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said mark and the registration together with the good will of the business symbolized by the mark.

ANIMATED VIDEO PRODUCTS, INC.

Date: 5/21/00

By: 

Name: DENNIS KUPPERMAN

Title: President