

IP ASSIGNMENT

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of November 19, 1999, between Calvin B. Haskell, Jr. ("Seller") and Franchise Solutions, Inc., a New Hampshire corporation ("Buyer").

For good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows

1. (a) Seller does hereby sell, transfer, assign and deliver to Buyer all of the right, title and interest of Seller in, to and under the service mark "Franchise Solutions," a copy of which is attached as Exhibit A hereto (the "Service Mark").

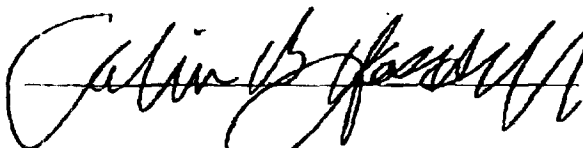
(b) Buyer does hereby accept all the right, title and interest of Seller in, to and under all of the Service Mark.

2. This Agreement shall be construed in accordance with and governed by the law of the State of New York, without regard to the conflicts of law rules of such state.

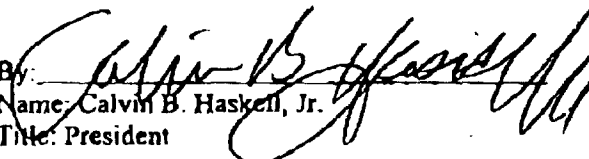
3. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

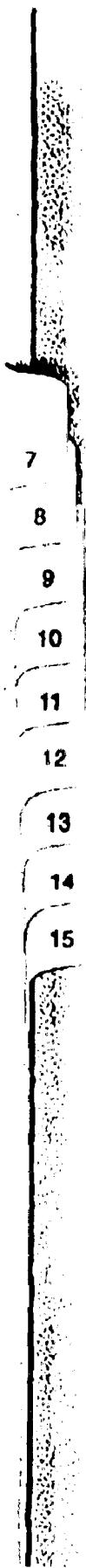
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

CALVIN B. HASKELL, JR.



FRANCHISE SOLUTIONS, INC.

By: 
Name: Calvin B. Haskell, Jr.
Title: President



Aug 22 00 01:54p

Debra Ridgely

(603) 430-2942

P. 7

AUG-22-00 FRI 1:26 PM

SWANSON LAW

FAX NO 603 868 5229

P. 6

AUG-4-99 THU 12:04 PM SWANSON LAW

FAX NO 603 868 5229

P. 15



Int. Cl.: 35

Prior U.S. Cl.: 101

Reg. No. 1,850,850

Registered Aug. 23, 1994

United States Patent and Trademark Office

**SERVICE MARK
PRINCIPAL REGISTER**



Franchise Solutions

HASKELL, CALVIN B., JR. (UNITED STATES
CITIZEN)
POST OFFICE BOX 3178
PORTSMOUTH, NH 03802-3178

FOR: BUSINESS INFORMATION SERVICES
RELATING TO FRANCHISING, IN CLASS 35
(U.S. CL. 101).

FIRST USE 5-1-1993 IN COMMERCE
6-10-1993.

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "FRANCHISE", APART FROM
THE MARK AS SHOWN.

THE LINING IS A FEATURE OF THE MARK
AND DOES NOT INDICATE COLOR. THE
STIPPLING IS A FEATURE OF THE MARK
AND DOES NOT INDICATE COLOR.

SER. NO. 74-439,179. FILED 9-23-1993.

JENNIFER SMITHSON, EXAMINING ATTORNEY

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AUG 22 '00 11:01

RECORDED: 08/29/2000

603 430 2942 TRADEMARK

REEL: 002143 FRAME: 0019