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nt(s) or copy(ies) thereof.

To the Honorable Commissioner for Patents

1. Name of Conveying Party(ies):

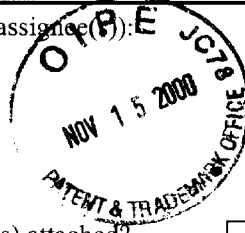
Senior Market Sales, Inc.  
8420 West Dodge Road  
Suite 510  
Omaha, Nebraska 68114

11-15-00

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

2. Name and Address of Party(ies) receiving an interest (assignee(s)):

Name: Insuractive, Inc.  
Address: 1630 Duke Street  
Alexandria, Virginia 22314  
Country: USA



Additional name(s) and address(es) attached?  Yes  No

3. Nature of Conveyance:

- Assignment  Merger  Change of Name
- Verified Translation  Security Agreement  Other: acquisition of entire business to which the assigned marks pertain

Execution Date: November 3, 2000 and November 6, 2000

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

If this document is being filed together with a new application, the execution date(s) of the application is: \_\_\_\_\_

A. Trademark Application Serial No(s):

- 1. **75/880045**
- 2. **75/880046**
- 3. **75/950114**

B. Registration No(s):

Others on additional sheet(s) attached?  Yes  No

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

**Cecil E. Key, Esq.**  
Intellectual Property Department  
Brobeck, Phleger & Harrison LLP  
1333 H Street, N.W.  
Suite 800  
Washington, D.C. 20005  
(202) 220-6000 (telephone)  
(202) 220-5200 (facsimile)

6. Total number of applications and patents involved:

Application(s): 17  
 + Registration(s): \_\_\_\_\_  
 = Total: 17

7. Total Fee (37 C.F.R. § 3.41) . . . . \$ **680.00**

- Enclosed
- Authorized to be charged to Deposit Account

8. Deposit Account No.: 50-1640

(Duplicate copy of this sheet attached)

- Charge any underpayment or credit any overpayment to above Deposit Account

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.

Cecil E. Key

Signature

November 15, 2000  
Date

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

**6**

CONTINUATION SHEET FOR TRADEMARK ASSIGNMENT RECORDATION

4a. Trademark Application Serial Numbers, continued

4. 75/950126
5. 75/950210
6. 75/950212
7. 75/950219
8. 75/940216
9. 75/950182
10. 75/950107
11. 75/950200
12. 75/950193
13. 76/038893
14. 76/038877
15. 76/038895
16. 76/038894
17. 76/038773

## INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT

This agreement is by and between Senior Market Sales, Inc., a Nebraska corporation, having a place of business at 8420 West Dodge Road, Suite 510, Omaha, Nebraska ("SMS"), and Insuractive, Inc., a Delaware corporation, having a place of business at 1630 Duke Street, Alexandria, Virginia ("Insuractive").

WHEREAS, SMS is the owner of certain intellectual property that has been adopted and developed and used in connection with the Insuractive business, which intellectual property includes the trademarks and service marks, as well as the applications to register those marks, set forth in the attached Schedule A (the "SMS marks"), the copyrights in original works of authorship created in connection with the Insuractive business (the "SMS copyrights"), and certain proprietary information developed and used in connection with the Insuractive business (the "SMS trade secrets");

WHEREAS, Insuractive is a successor to the business of SMS to which the SMS marks, SMS copyrights, and SMS trade secrets pertain;

WHEREAS, that business is ongoing and existing; and

WHEREAS, Insuractive is interested in obtaining complete ownership of all rights in and to the SMS marks, SMS copyrights, and SMS trade secrets, and SMS is interested in transferring the SMS marks, SMS copyrights, and SMS trade secrets to Insuractive;

NOW THEREFORE, in consideration of the foregoing and the mutual promises set forth herein, as well as the exchange of good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereby agree as follows:

1. SMS hereby assigns and transfers all rights, title and interest in and to the SMS marks, including all goodwill associated with the marks, to Insuractive.
2. SMS hereby assigns and transfers all rights, title and interest in and to the SMS copyrights to Insuractive.

3. SMS hereby assigns and transfers all rights, title and interest in and to the SMS trade secrets to Insuractive.

4. SMS warrants that it has full rights and authority to enter into this assignment and that the rights and benefits assigned hereunder are valid and subsisting, and free and clear of any lien, encumbrance, adverse claim, or interest by any third party.

**SENIOR MARKET SALES, INC.**

**INSURACTIVE, INC.**

*Milton M. Kleinberg*

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Title: *President*  
Date: *11/6/00*

*David Kleinberg*

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Title: *President*  
Date: *11/03/00*

**SCHEDULE A****TRADEMARKS AND SERVICE MARKS OF SENIOR MARKET SALES, INC.**

<b>Mark</b>	<b>Class</b>	<b>Serial Number</b>
INSURACTIVE	036	75/880045
INSURACTIVE	042	75/880046
IQUOTE	036	75/950114
IBUY	036	75/950126
MATUREHEALTH-CENTER.COM	042	75/950210
MATUREHEALTH-CENTER.COM	036	75/950212
HEALTH-INSURANCE-CENTER.COM	036	75/950219
HEALTH-INSURANCE-CENTER.COM	042	75/950216
POLICY PICKER	036	75/950182
ICOMPARE	036	75/950107
WORLDTRAVEL-CENTER.COM	036	75/950200
WORLDTRAVEL-CENTER.COM	042	75/950193
WORKPLACE-INSURANCE.COM	036	Filed, but Serial Number not yet assigned by U.S. Trademark Office
IPICKER	036	Filed, but Serial Number not yet assigned by U.S. Trademark Office
MEDIGAP-CENTER.COM	036	Filed, but Serial Number not yet assigned by U.S. Trademark Office
MEDIGAP-CENTER.COM	041	Filed, but Serial Number not yet assigned by U.S. Trademark Office
HEALTHYPET-CENTER.COM	036	Filed, but Serial Number not yet assigned by U.S. Trademark Office
CRITICALCARE-CENTER.COM	036	Filed, but Serial Number not yet assigned by U.S. Trademark Office

<b>Mark</b>	<b>Class</b>	<b>Serial Number</b>
INSURACTIVE	036	CTM (Europe) Appln. No. 1729391
INSURACTIVE	036	Australia Appln. No. 840643
INSURACTIVE	036	Canada Filed, but Serial Number not yet assigned by Canadian Trademark Office
INSURACTIVE	036	Israel Appln. No. 139448
INSURACTIVE	036	Japan Appln. No. 72024/2000