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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____

Merger

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name ROCK SYSTEMS, INC.

01232001

Formerly _____

1991505

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name E2G Rock, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) PO Box 740068

Address (line 2) _____

Address (line 3) Dallas TX 75374

Individual General Partnership Limited Partnership Corporation Association

Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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02/15/2001 6TON11 00000129 1991505

01 FC:481 40.00 OP
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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

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<input type="text" value="1991505"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2040302"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Mark A. Heyl, Esq.

Name of Person Signing

Signature

February 2, 2001

Date Signed

ASSIGNMENT AND BILL OF SALE

By this Assignment and Bill of Sale, and for good and valuable consideration, the receipt of which is hereby acknowledged, Rock Systems, Inc., a Texas corporation ("Rock Systems"), hereby transfers, assigns, releases, and delivers unto E2G Rock, Inc., a Delaware corporation ("E2G Rock"), its successors and assigns, free and clear of all liens, claims and encumbrances, all of Rock Systems' right, title and interest, including but not limited to any copyright interest and any trademarks, service marks and trade names associated therewith, in and to the following software and any derivative thereof (the "Software"):

ProHost Classic
ProHost32
RSViP
RSViP32
Reservations Online

The trademarks include, but are not limited to, the following:

- (1) RSViP, federal registration number 2040302, issued on February 25, 1997; and
- (2) ProHost Seating Management, federal registration number 1991505, issued on August 6, 1996.

Rock Systems represent and warrant that:

- (a) The Software listed above is a complete and accurate list of all material software owned by Rock Systems, or in which Rock Systems has any rights or licenses, excluding "shrink-wrap" and similar commercial end-users licenses.
- (b) Rock Systems owns each item of Software, except to the extent of any interest previously transferred to ez2get.com, Inc. or E2G Rock.
- (c) Rock Systems will transfer to E2G Rock, good and marketable title to, and the right to use, all Software (without payment of additional royalties), free and clear of all liens, encumbrances, and claims of all others, including any shareholders of Rock Systems.
- (d) The Software has been created either by employees of Rock Systems, or by independent contractors of Rock Systems which have executed written documentation assigning to Rock Systems all rights any such contractors may have to the Software or any portion thereof.

ASSIGNMENT AND BILL OF SALE

By this Assignment and Bill of Sale, and for good and valuable consideration, the receipt of which is hereby acknowledged, Rock Systems, Inc., a Texas corporation ("Rock Systems"), hereby transfers, assigns, releases, and delivers unto E2G Rock, Inc., a Delaware corporation ("E2G Rock"), its successors and assigns, free and clear of all liens, claims and encumbrances, all of Rock Systems' right, title and interest, including but not limited to any copyright interest and any trademarks, service marks and trade names associated therewith, in and to the following software and any derivative thereof (the "Software"):

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- (b) Rock Systems owns each item of Software, except to the extent of any interest previously transferred to ez2get.com, Inc. or E2G Rock.
- (c) Rock Systems will transfer to E2G Rock, good and marketable title to, and the right to use, all Software (without payment of additional royalties), free and clear of all liens, encumbrances, and claims of all others, including any shareholders of Rock Systems.
- (d) The Software has been created either by employees of Rock Systems, or by independent contractors of Rock Systems which have executed written documentation assigning to Rock Systems all rights any such contractors may have to the Software or any portion thereof.

- (e) None of the Software contains any intellectual property of any third party, except for property which has been licensed to Rock Systems under a written agreement allowing Rock Systems to use, sell, distribute electronically or otherwise, sublicense, modify, create derivative works of, and display, such intellectual property.
- (f) The source code of the Software contains such notes as are necessary and appropriate to allow a programmer of reasonable expertise to understand the structure, sequence, and organization of the Software.

Rock Systems will execute such further instruments and documents and take any further action as may be reasonably requested to carry into effect the intents and purposes of this Bill of Sale and Assignment. Without limiting the generality of the foregoing, Rock Systems shall execute any further documents or instruments, and provide copies of the Software in the form of source code or executable files, which may be reasonably requested by ez2get.com, Inc. or E2G Rock in connection with vesting in E2G Rock all right, title, and interest in, or to file any registration in, the name of ez2get.com, Inc. or E2G Rock for, any intellectual property encompassed within the Software transferred pursuant to this Bill of Sale and Assignment.

TO HAVE AND TO HOLD said Software, and all intellectual property rights associated therewith, with all appurtenances thereto, unto E2G Rock, Inc., its successors and assigns, and for its and their own use forever.

IN WITNESS WHEREOF, Rock Systems has duly executed and delivered this Assignment and Bill of Sale this January 23, 2001.

Rock Systems, Inc.,
a Texas corporation

By: STEPHEN LORENZ
Name: [Signature]
Title: PRESIDENT