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	Please record the attached original documents or copy thereof.
1. Name of conveying party(ies): THE WORKBENCH, INC. 180 Pulaski Street Bayonne, New Jersey 07002 [] Individual(s)	2. Name and address of receiving party(ies): Name: WORKBENCH HOLDINGS, LLC Internal Address: Street Address: 180 Pulaski Street City: Bayonne State: New Jersey ZIP: 07002
Additional name(s) of conveying party(ies) attached? [_] Yes [X] No	
3. Nature of conveyance: [X] Assignment - Nunc Pro Tunc [Merger Security Agreement Other [Other] Name	[] Individual(s) citizenship
Execution Date: May 24, 2001 Effective Date: November 30, 1998	If assignee is not domiciled in the United States, a domestic representative designation is attached: [_] Yes [X] No (Designations must be a separate document from Assignment) Additional name(s) and address(es) attached? [_] Yes [X] No
4. Application number(s) or registration number(s):	
A. Trademark Application No.(s) B. Trademark Regis	stration No.(s)
1,076,963 1,045,122	tached? [_] Yes [X] No
1,076,963 1,045,122	tached? [_] Yes [X] No 6. Total number of applications and registrations involved: [2]
1,076,963 1,045,122 Additional numbers att 5. Name and address of party to whom correspondence concerning	tached? [_] Yes [X] No
1,076,963 1,045,122 Additional numbers att 5. Name and address of party to whom correspondence concerning document should be mailed: Name: Robert W. Smith Internal Address: McCarter & English, LLP	tached? [_] Yes [X_] No 6. Total number of applications and registrations involved: [2] 7. Total Fee (37 CFR 3.41): \$65.00
1,076,963 1,045,122 Additional numbers att 5. Name and address of party to whom correspondence concerning document should be mailed: Name: Robert W. Smith Internal Address: McCarter & English, LLP 4 Gateway Center	tached? [_] Yes [X] No 6. Total number of applications and registrations involved: [2] 7. Total Fee (37 CFR 3.41): \$65.00 [_] Enclosed [_X] Authorized to be charged to deposit account
Additional numbers att 5. Name and address of party to whom correspondence concerning document should be mailed: Name: Robert W. Smith Internal Address: McCarter & English, LLP 4 Gateway Center Street Address: 100 Mulberry Street City: Newark State: NJ ZIP: 07101	tached? [_] Yes [X] No 6. Total number of applications and registrations involved: [2] 7. Total Fee (37 CFR 3.41): \$65.00 [_] Enclosed [_X] Authorized to be charged to deposit account 8. Deposit account number:
Additional numbers att 5. Name and address of party to whom correspondence concerning document should be mailed: Name: Robert W. Smith Internal Address: McCarter & English, LLP 4 Gateway Center Street Address: 100 Mulberry Street City: Newark State: NJ ZIP: 07101	tached? [_] Yes [X] No 6. Total number of applications and registrations involved: [2] 7. Total Fee (37 CFR 3.41): \$65.00 [_] Enclosed [_X] Authorized to be charged to deposit account 8. Deposit account number: 501402 (Attach duplicate copy of this page if paying by deposit account)
Additional numbers att 5. Name and address of party to whom correspondence concerning document should be mailed: Name: Robert W. Smith Internal Address: McCarter & English, LLP 4 Gateway Center Street Address: 100 Mulberry Street City: Newark State: NJ ZIP: 07101 DO NOT Use	tached? [_] Yes [X] No 6. Total number of applications and registrations involved: [2] 7. Total Fee (37 CFR 3.41): \$65.00 [_] Enclosed

NUNC PRO TUNC

TRADEMARK ASSIGNMENT

WHEREAS, THE WORKBENCH, INC. (now known as Rabbit Hill, Inc.), a New York corporation, with offices at 180 Pulaski Street, Bayonne, New Jersey 07002 ("TWI"), has adopted, used, registered, and/or applied to register in the United States Patent and Trademark Office certain trademarks listed on the Schedule attached hereto, and is the record owner of said marks and registrations (the "Marks"); and

WHEREAS, WORKBENCH HOLDINGS, LLC, a Delaware limited liability company, with offices at 180 Pulaski Street, Bayonne, New Jersey 07002, is desirous of acquiring the Marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, TWI does hereby sell, assign, transfer and set over unto WORKBENCH HOLDINGS, LLC, <u>nunc pro tunc</u> as of November 30, 1998, all right, title and interest in and to the Marks, together with the goodwill symbolized by said Marks, all common law rights therein, and the registrations thereof and/or pending registration applications therefor as listed on Schedule A, and together with the right to sue, and to recover and retain all applicable damages and remedies, for all past infringements of the Marks.

THE WORKBENCH, INC.

Date: May 24, 200/

Name: WARREN RUBIN

TRADEMARK REEL: 002308 FRAME: 0139

SCHEDULE A

NUNC PRO TUNC TRADEMARK ASSIGNMENT

<u>TRADEMARKS</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>

WORKBENCH 1,076,963 November 8, 1977

THE WORKBENCH 1,045,122 July 27, 1976

NWK2: 803300.01

TRADEMARK

RECORDED: 05/25/2001 REEL: 002308 FRAME: 0140