

NUNC PRO TUNC
TRADEMARK ASSIGNMENT

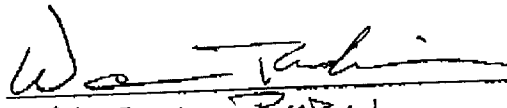
WHEREAS, THE WORKBENCH, INC. (now known as Rabbit Hill, Inc.), a New York corporation, with offices at 180 Pulaski Street, Bayonne, New Jersey 07002 ("TWI"), has adopted, used, registered, and/or applied to register in the United States Patent and Trademark Office certain trademarks listed on the Schedule 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, nunc pro tunc 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, 2001

By: 
Name: WARREN RUBIN
Title: CHAIRMAN

SCHEDULE A

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<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

RECORDED: 05/25/2001

TRADEMARK
REEL: 002308 FRAME: 0140