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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Virtual Producer, Inc.
999 Brickell Avenue
Miami, Florida 33131

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Florida**
- Other

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

2. Name and address of receiving party(ies)

Name: **HSX Holdings, Inc.**
Internal
Address:
Suite
Street Address: **225 Arizona Avenue, 250**
Santa Monica State: **CA** Zip: **90401**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **Delaware**
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: **May 22, 2000**

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

A. Trademark Application No.(s)

75/837309

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: **Monica B. Richman**

Internal Address: **BROWN RAYSMAN**

MILLSTEIN FELDER & STEINER LLP

Street Address: **900 Third Avenue**

City: **New York** State: **New York** Zip: **10022**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41).....\$ **40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-4270

(Attach duplicate copy of this page if paying by 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.

Monica B. Richman
Name of Person Signing

Monica B. Richman
Signature

06/22/01
Date

Total number of pages including cover sheet, attachments, and document: **5**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT

This Assignment Agreement is by and between Virtual Producer, Inc., a Florida corporation with a place of business at 999 Brickell Avenue, Miami, Florida 33131 ("Assignor"), and HSX Holdings, Inc., a Delaware corporation with a place of business at 225 Arizona Avenue, Suite 250, Santa Monica, California 90401 ("Assignee").

WHEREAS, Assignor is the owner of certain U.S. Trademark Applications (or Registrations) listed in Exhibit A (the "Applications") or (the "Registrations");

WHEREAS, Assignee desires to acquire all of Assignor's rights to the Applications/Registrations; and

WHEREAS, Assignee is the successor to the business of the Assignor in an acquisition of Assignor by Assignee.

In consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor assigns to Assignee all of Assignor's right, title, and interest in and to the Applications/Registrations, including all common law rights, together with the goodwill symbolized by any use of those marks covered by the Applications, and the right to sue third parties for and recover damages from past and future infringement of the marks listed in Exhibit A.

EXHIBIT A

Application No.

75837309

Name

Virtual Producer

IN WITNESS WHEREOF, this Assignment has been executed by the parties

on the day and year written below.

Virtual Producer, Inc.


Date: _____, 2000

Name:

Title:

HSX Holdings, Inc.

Date: May 19, 2000



Name: Andrew J. Kaplan

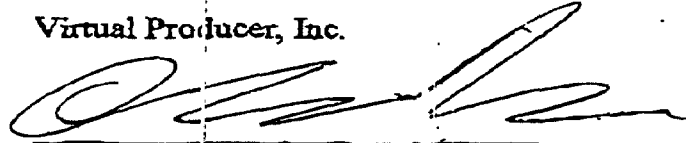
Title: Chairman / CEO

TRADEMARK

REEL: 002321 FRAME: 0415

IN WITNESS WHEREOF, this Assignment has been executed by the parties
on the day and year written below.

Virtual Producer, Inc.



Date: May 21, 2000

Name: Christopher Nesi
Title: President

HSX Holdings, Inc.

Date: _____, 2000

Name:
Title: