

02-13-2002

I



SHEET

101981781

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF

1. Name of conveying party(ies):

Can Do, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? yes no

2. Name and address of receiving party(ies):

Name: CanDo Acquisition, LLC
Internal Address: Suite 1151
Street Address: 312 Walnut Street
City: Cincinnati State: Ohio Zip: 45202
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Delaware limited liability company
If assignee is not domiciled in the United States, a domestic representative designation is attached: yes no
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? yes no

3. Nature of conveyance:

1-25-02
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 01/18/2002

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

A. Trademark Application No.(s):

75/828,087

B. Trademark Registration No.(s):

Additional numbers attached? yes no

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

Name: Daniel B. Runk
Internal Address: Keating, Muething & Klekamp, P.L.L.
Street Address: 1400 Provident Tower, One E. 4th Street
City: Cincinnati State: Ohio Zip: 45202

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: _____

(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

02/12/2002 AMMED1 00000099 75820087

01 FC:481

40.00 OP

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.

Daniel B. Runk

Name of Person Signing

Signature

1-25-02

Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: 1

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS (the "Assignment"), dated as of January 18, 2002, by and between CAN DO, INC., a Delaware corporation (the "Assignor"), and CANDO ACQUISITION, LLC, a Delaware limited liability company (the "Assignee").

WHEREAS, Assignor is the owner of the following trademarks, trademark applications, and trademark registrations (the "Trademarks");

Mark	Serial No.	Registration/Filing Date
CANDO.COM	75/828,087	10-22-1999

WHEREAS, the Assignor and Assignee executed a Quitclaim Bill of Sale as of December 3, 2001 (the "Bill of Sale") which provided for the transfer of certain assets from Assignor to Assignee (the "Sale"); and

WHEREAS, pursuant to the Bill of Sale, Assignor desires to transfer the Trademarks to Assignee and Assignee desires to receive the Trademarks from Assignor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, grant, assign, convey and transfer unto Assignee or its designees, all of Assignor's right, title, and interest in and to the Trademarks, together with the goodwill of the business connected with the use of, and symbolized by, such Trademarks, along with the right to recover for infringement thereof and injury thereto.

This Assignment is in accordance with and subject to all of the representations, warranties, covenants, exclusions and indemnities set forth in the Bill of Sale, all of which are incorporated herein by reference. To the extent that any provision of this Assignment conflicts or is inconsistent with the terms of the Bill of Sale, the terms of the Bill of Sale shall control.

[The remainder of this page is intentionally left blank. Signature page to follow.]

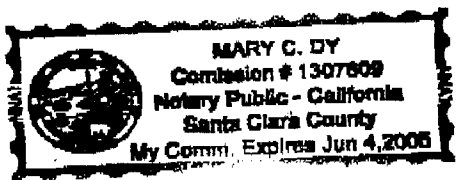
IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed on this 22 day of January, 2002.

CAN DO, INC.

By: [Signature]
Name: Zaydoon Jawadi
Title: CEO

STATE OF California)
) SS.:
COUNTY OF Santa Clara)

On this 21 day of January, 2002, before me came Zaydoon Jawadi, the acting CFO of Can Do, Inc., a Delaware corporation, to me known to be the individual described in and who executed the foregoing instrument, and duly acknowledged that he executed the same on behalf of the company.



[Signature]
Notary Public