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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 1-28-02
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year
12 27 2000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

02/26/2002 AMVED1 00000099 501765 1950549

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 50.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK 12289US
REEL: 002449 FRAME: 0657

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

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)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

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.

Jeffrey C. Katz, Esq.
Name of Person Signing


Signature

1-28-02
Date Signed

ASSIGNMENT

WHEREAS, The Earle Palmer Brown Companies, Inc., a corporation of the State of Delaware located at 6400 Goldsboro Road, Bethesda, Maryland 20817 (hereinafter "Assignor"), is the owner of the marks listed below which are registered in the United States Patent and Trademark Office:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
CHIP-IN	1,950,549	January 23, 1996
BUDDY UP and Design	2,152,929	April 21, 1998
BEN MARKETING GROUP and Design	2,165,877	June 16, 1998


WHEREAS, EPB.com, LLC, a limited liability company organized under the laws of the State of Delaware with its principal place of business at 6400 Goldsboro Road, Bethesda, Maryland 20817 (hereinafter "Assignee"), is desirous of acquiring said marks and said registrations thereof.

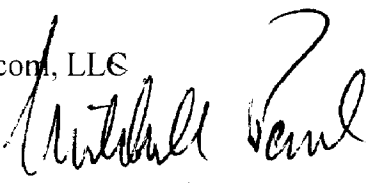
THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said marks, together with the goodwill of the business symbolized by the marks, and the registrations thereof, and all rights to damages or profits, due or accrued, arising out of past infringement of said marks or injury to said goodwill, and the right to sue for and recover the same in the Assignee's own name.

IN WITNESS WHEREOF, this Assignment has been executed effective as of the 27th day of December 2000.

The Earle Palmer Brown Companies, Inc.

EPB.com, LLC


Name: Jeremy Brown
Title: CEO


Name: Mitchell Paul
Title: Secy