

03-06-2002

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

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New

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Change of Name

Effective Date
Month Day Year
March 28, 2001

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name: SponsorDirect LLC
Formerly: _____

Execution Date: December 20, 2001

Individual General Partnership Limited Partnership Corporation Association

Other: Limited Liability Company

Citizenship/State of Incorporation/Organization: Delaware

RECEIVING PARTY

Mark if additional names of receiving parties attached

Name: IEG-SponsorDirect LLC

DBA/AKA/TA: _____

Composed of: _____

Address (line 1): 580 White Plains Road

Address (line 2): Suite 680

Address (line 3): Tarrytown New York 10591-5198
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other: Limited Liability Company

Citizenship/State of Incorporation/Organization: Delaware

03/05/2002 TDIAZI 0000052 78038113

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
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TRADEMARK
REEL: 002453 FRAME: 0665

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

212-848-4337

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)

<input type="text" value="78/038,113"/>	<input type="text" value="78/046,916"/>	<input type="text" value="78/039,199"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="78/038,112"/>	<input type="text" value="78/046,917"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="78/046,913"/>	<input type="text" value="78/046,919"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Susan Reiss



January 25, 2002

Name of Person Signing

Signature

Date

ASSIGNMENT

WHEREAS, SponsorDirect LLC, a Delaware limited liability company, located at 30 Rockefeller Plaza, New York, NY 10012 ("Assignor") is the named applicant in the U.S. Patent and Trademark Office for the marks shown on Schedule A attached hereto; and


WHEREAS, Assignor, heretofore, entered into the Intellectual Property Contribution and Licensing Agreement dated March 28, 2001 pursuant to which it assigned all right, title and interest in and to the marks identified on Schedule A hereto, together with the pending applications therefor and any resulting registrations which may issue therefrom and the goodwill of the business associated with such marks (collectively, the "Marks"), and that portion of Assignor's business in connection with which the Marks pertain; and

WHEREAS, IEG-SponsorDirect LLC, a Delaware limited liability company, located at 580 White Plains Road, Suite 680, Tarrytown, NY 10591-5198 ("Assignee"), pursuant to the Intellectual Property Contribution and Licensing Agreement dated March 28, 2001, accepted such assignment from Assignor and is entitled to all right, title, and interest in and to the Marks in the U.S. Patent and Trademark Office; and

NOW THEREFORE, Assignor hereby confirms the assignment, and hereby assigns to Assignee and Assignee hereby accepts and confirms its acceptance of such assignment of, the Marks, made effective on March 28, 2001.

Dated: 12/20/01

SPONSORDIRECT LLC

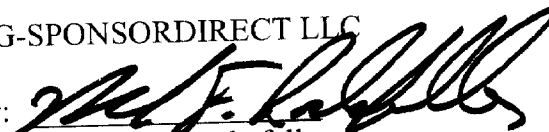
By: 

Mark F. Rockefeller

Title: President and Chief
Executive Officer

Dated: 12/20/01

IEG-SPONSORDIRECT LLC

By: 

Mark F. Rockefeller

Title: President and Chief
Executive Officer

Schedule A
Trademark and Service Mark Applications

MARK	FILING DATE	APPLICATION NO.
SPONSOR PRO	12/06/2000	78/038,113
SPONSOR DIRECT	12/06/2000	78/038,112
OFFERING GENERATOR	02/06/2001	78/046,913
AUTO MATCH	02/06/2001	78/046,916
BUYER FILTER	02/06/2001	78/046,917
SD	12/13/2000	78/046,919
NEW OPPORTUNITY FOR THE SPONSORSHIP WORLD	12/13/2000	78/039,199