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FINANCE SECTION

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 2-28-02
- 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

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

Citizenship/State of Incorporation/Organization

03/18/2002 AAHMED1 00000101 75776529

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002463 FRAME: 0022

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

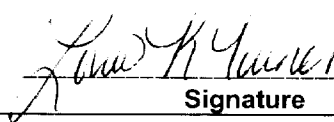
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Lorrie K. Turner
Name of Person Signing


Signature

February 28, 2002
Date Signed

NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, Innovative Marketing Solutions, Inc., (hereinafter "IMS"), a New York corporation, having its principal office at 20 Pineview Drive, Amherst, NY 14228, is the owner of a United States federal intent-to-use trademark application for the trademark KANOODLE.COM, U.S. Trademark Application Serial No. 75/776,529 and the owner of a Canadian trademark application for the trademark KANOODLE.COM, Canadian Trademark Application Serial No. 1046461 (hereinafter collectively referred to as the "the Trademark");

WHEREAS, Kanoodle.Com, Inc., (hereinafter "Kanoodle"), a Delaware corporation, having its principal office at 260 Creekside Drive, Suite 200, was desirous of acquiring IMS's rights in and to said Trademark as well as to the portion of the business of IMS to which the Trademark pertains;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, IMS hereby assigns, transfers and conveys to Kanoodle all of its right, title, and interest in and to the Trademark together with the goodwill of the business symbolized by the Trademark in the U.S. and Canada, nunc pro tunc and effective September 21, 1999.

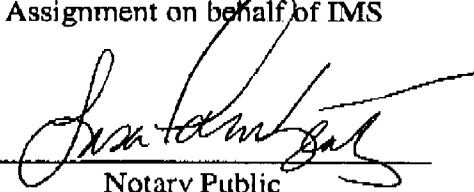
INNOVATIVE MARKETING SOLUTIONS, INC

By: 
Name: Kent Keating
Title: Chief Executive Officer

STATE OF NEW YORK)
 : SS
COUNTY OF ERIE)

On this 27 day of February, 2002, personally appeared Kent Keating, to me known and known to me to be the Chief Executive Officer of IMS, the assignor above-named, and acknowledged that he executed the foregoing Trademark Assignment on behalf of IMS pursuant to authority duly received.

LISA M. KEATING
Notary Public, State of New York
Qualified in Erie County
My Commission Expires Mar. 28, ~~2002~~
2003


Notary Public