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

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

1. Name of conveying party(ies): 3.5.02
 VEROCHE INTERNATIONAL CORPORATION

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

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

2. Name and address of receiving party(ies)
 Name: BUXTON ACQUISITION CO., L.L.C.
 Internal Address: _____
 Street Address: P.O. Box 1650
Springfield MA 01102
 City: _____ State: _____ Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Massachusetts Limited Liability Corporation

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: January 29, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/040,127

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Deborah A. Basile, Esq.
 Internal Address: _____
Doherty, Wallace, Pillsbury and
Murphy, P.C.
 Street Address: 1414 Main Street, 19th Floor
 City: Springfield State: MA Zip: 01144-1900

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: _____

(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.

Deborah A. Basile Deborah A. Basile Jan. 30 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

03/15/2002 TDI AZ1 00000173 76040127 Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231
 01 FC:481 40.00 DP

TRADEMARK
REEL: 002463 FRAME: 0550

ASSIGNMENT OF TRADEMARK

WHEREAS, VEROCHE INTERNATIONAL CORPORATION, a California corporation with a principal place of business at 10505 Valley Boulevard, #388 El Monte, California 01731 is the owner of United States trademark registration number (Serial number 76040127 issued November 27, 2001 see attached description) for the trademark tr@vel.net; and

WHEREAS, BUXTON ACQUISITION CO, INC., a Massachusetts Corporation with offices at P.O. Box 1650, Springfield, MA 01102, is desirous of acquiring a temporary assignment of this Trademark for use in Class 18 in connection with small leather goods, luggage, briefcases, backpacks, wallets and accessories in the following form:

Tr@vel.net by Buxton

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, VEROCHE INTERNATIONAL CORPORATION does hereby assign, release and convey to BUXTON ACQUISITION CO., INC. Trademark registration (Serial Number 76040127 issued November 27, 2001), including all right, title and interest in and to the Trademark including the goodwill of the business symbolized by the Trademark, and not including the right to re-assign the Trademark for a term of five (5) years which may be extended by written agreement. It is agreed that VEROCHE INTERNATIONAL CORPORATION shall not assign the Trademark to any other party during the term of this Agreement.

Signed as a sealed instrument as of this 29 day of ~~December, 2001.~~

Handwritten signature
January, 2002

VEROCHE INTERNATIONAL CORPORATION

Handwritten signature

Witness

By *Handwritten signature*

Cheng, Wan Chung, President

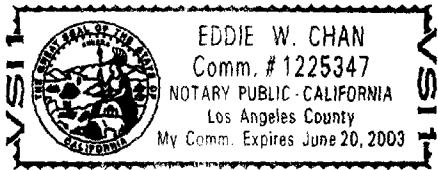
STATE OF CALIFORNIA

County of Los Angeles

_____, ss.

January 2002
~~December 29, 2001~~ 14

Then personally appeared the above-named Henry, Wan Chung and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of The Republican Company, before me



Eddie W. Chan

Notary Public
My Commission Expires: