

03-28-2002



Form PTO-1594

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U.S. DEPARTMENT OF COMMERCE

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

102034263

U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):  
**123signup.com, Inc.**  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation - State: **Delaware** *3.5.02*  
 Other  
 Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
 Name: **123Signup Associate Management Solutions, Inc.**  
 Internal  
 Address:  
 Street Address: **2860 Zanker Road, Suite 208**  
 City: **San Jose** State: **California** Zip: **95134**  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation - State: **California**  
 Other  
 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) and address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other  
 Execution Date: **September 28, 2001**

4. Application numbers(s) or registration number(s):  
 A. Trademark Application No.(s)  
75/909537  
 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: **Gray Cary Ware & Freidenrich LLP**  
 Street Address: **P. O. Box 77630**  
 City: **San Francisco** State: **California** Zip: **94107-0630**

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: **07-1907**  
 (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 if a true copy of the original document.*  
Eliane Setton, Esq. *Eliane Setton* 3/5/02 March 5, 2002  
 Name of Person Signing      Signature      Date  
 Total number of pages including cover sheet, attachments and document:  2

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 FINANCE SECTION

**Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents and Trademarks, Box Assignments**

03/27/2002 LMUELLER 00000082 071907 75909537 Washington, D.C. 20231

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Gray Cary\SF\3069587.1  
 2101031-900100

**TRADEMARK  
 REEL: 002470 FRAME: 0321**

ASSIGNMENT OF APPLICATION  
FOR REGISTRATION OF A MARK

WHEREAS, 123signup.com, Inc., a Delaware Corporation having a principal business located at 2860 Zanker Road, Suite 208, San Jose, California 95134 ("Assignor") has adopted and is using a mark for which the Assignor has filed application in the United States Patent and Trademark Office for registration, Serial No. 75/909537; and

WHEREAS, 123Signup Association Management Solutions, Inc., a California Corporation having a principal business located at 2860 Zanker Road, Suite 208, San Jose, CA 95134 ("Assignee") is desirous of acquiring said mark and pending application;

Assignor, hereby constitutes and appoints Assignee as Assignor's true and lawful attorney in fact, with full power of substitution in Assignor's name and stead, to take any and all steps, including proceedings at law, in equity or otherwise, to execute, acknowledge and deliver any and all instruments and assurances necessary or expedient in order to vest or perfect the aforesaid rights and causes of action more effectively in Assignee or to protect the same or to enforce any claim or right of any kind with respect thereto. This includes, but is not limited to, any rights with respect to the Trademarks that may have accrued in Assignor's favor from the respective date of first use of any of the Trademarks from the Effective Date of this Assignment. Assignor hereby declares that the foregoing power is coupled with an interest and as such is irrevocable.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign unto the Assignee all right, title and interest in and to said mark, together with the good will of the business symbolized by the mark, and the above identified application for registration of said mark.

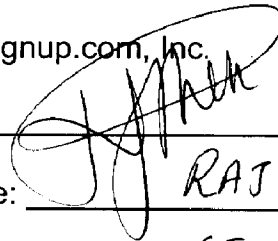
The Commissioner of Patents and Trademarks is requested to issue the certificate of registration to the Assignee.

123signup.com, Inc.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

  
RAJ SHAH  
CEO