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ASSIGNMENT

This Assignment is made as of the 20th day of December, 2002, BETWEEN **CARBERRY CORPORATION**, a New York corporation, whose principal office or place of business is 350 East 79th Street, Suite 7J, New York, New York (hereinafter called the "Assignor") AND **AMP COMPANY, INC.** whose principal office or place of business is c/o Graf Repetti & Co., LLP, 1114 Avenue of the Americas, New York, New York 10036 (hereinafter called the "Assignee").

In consideration of good and valuable consideration paid to it by the Assignee, the receipt and sufficiency of which is hereby acknowledged, the Assignor has and does hereby sell, assign, transfer, and quit claim unto the Assignee all of its right, title, and interest throughout the world in and to the trademark **OUT AND ABOUT**, which is the subject of the following United States trademark registration:

Country	(Application) Serial No.	Registration No.	Registration Date
United States	75664403	2474905	7 August 2001

together with all the benefit of, and all right, title, and interest in and to, the said trade-mark registrations and any other applications and/or registrations for the trade-mark and/or renewal(s) thereof, the benefit of any use of the trade-mark, the goodwill of any and all business relating to the said trade-mark and to goods and/or services associated with it, and all rights to bring suit for past or future infringement of the trade-mark, the same to be held by the Assignee absolutely, and as fully and effectively as they would have been held by the Assignor had this assignment not been made.

Hereafter, the Assignor will not itself, and will not assist, permit, or encourage any other person or entity to: (a) do anything, or omit to do anything, that might impair, jeopardize, violate, misuse, or infringe the trade-mark or Assignee's rights relating to the trade-mark; (b) attack or challenge Assignee's rights in the trade-mark; or (c) adopt, claim, use, or apply to register, record, or file any trade-mark, trade name, copyright, or design that is identical or confusingly similar to the trade-mark, that is derived from or based on the

trade-mark, or that violates, misuses, or infringes the trade-mark.

IN WITNESS WHEREOF the Assignor has executed these presents on the 20 day of December, 2002.

CARBERRY CORPORATION

By: William T. Pardy
Title: President

NOTARIAL CERTIFICATE

I CERTIFY that on the 20th day of December, 2002, William T. Pardy who is known to me (or proved to me on the basis of satisfactory evidence), personally appeared before me and acknowledged to me that he is the authorized signatory of **CARBERRY CORPORATION**, in respect thereof, and that he executed the foregoing instrument of his own free will and for the purpose therein set forth.

Lu Escarraman
Notary Public, State of New York
Commission Expires 6/25/03

Reg# 01ES6060395
LUZ ESCARRAMAN
NOTARY PUBLIC
STATE OF NEW YORK
EXPIRE 06/25/2003
BRONX COUNTY