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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):

Houlihan, Lokey, Howard & Zukin, Inc.

1-17-03

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 1/16/03

2. Name and address of receiving party(ies)

Name: Mergerstat Holdings, L.P.

Internal

Address: _____

Street Address: 1930 Century Park West

City: Los Angeles State: CA Zip: 90067

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership Delaware
- Corporation-State _____
- 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) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,387,880; 1,776,475

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jill M. Pietrini, Esq.

Internal Address: _____

Manatt, Phelps & Phillips, LLP

Street Address: 11355 W. Olympic Boulevard

City: Los Angeles State: CA Zip: 90064

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DA 131 241

(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.

Jill M. Pietrini

Name of Person Signing

Signature

January 17, 2003

Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks Box Assignments
Washington, D.C. 20231

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01 FC:8521

02 FC:8522

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TRADEMARK
REEL: 002658 FRAME: 0203

**NUNC PRO TUNC
ASSIGNMENT OF TRADEMARK AND THE
UNITED STATES REGISTRATIONS THEREOF**

This assignment is made by and between Houlihan, Lokey, Howard & Zukin, Inc., a California corporation, having a principal place of business at 1930 Century Park West, Los Angeles, California 90067 ("Houlihan, Lokey") and Mergerstat Holdings, L.P., a Delaware limited partnership, having its principal place of business at 1930 Century Park West, Los Angeles, California 90067 ("Mergerstat").

WHEREAS, Houlihan, Lokey adopted and uses, and thereby, owns all rights, title and interest in and to the trademark ("Mark") and United States Registrations thereof ("Registrations") identified below, along with the goodwill of the business appurtenant to said Mark:

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
MERGERSTAT	2,387,880	September 19, 2000
MERGERSTAT	1,776,475	June 15, 1993

WHEREAS, in or about January 2000 (hereinafter the "Effective Date"), by virtue of an internal reorganization, the Mark, the application which issued the first Registration and the second Registration were acquired by Mergerstat, a related company of Houlihan, Lokey.

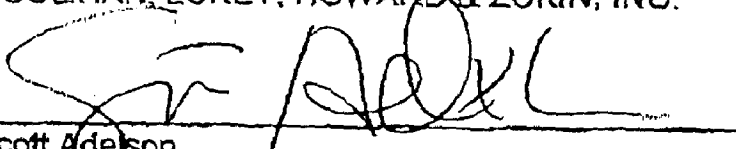
WHEREAS, Mergerstat desires to formalize its acquisition of the entire right, title and interest in and to the Mark and the Registrations, and the attendant goodwill symbolized thereby, nunc pro tunc the Effective Date, and further to correctly, fully and completely reflect the proper chain of title in and to the Mark and Registrations in the records of the United States Patent and Trademark Office.

NOW THEREFORE, TO WHOM IT MAY CONCERN, be it known that Houlihan, Lokey, by these presents, does hereby expressly acknowledge its prior assignment of the Mark and Registrations to Mergerstat on the Effective Date, and for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Houlihan, Lokey does hereby sell, assign and transfer unto Mergerstat, its successors, assigns and legal representatives, nunc pro tunc the Effective Date, the full and entire right, title and interest in and to the Mark and Registrations identified hereinabove, and the attendant goodwill symbolized thereby, the same to vest in Mergerstat immediately.

IN WITNESS WHEREOF, Houlihan, Lokey has caused this instrument to be executed by its duly authorized corporate officer as of the Effective Date who hereby acknowledges the aforesaid assignment.

Signed at Los Angeles, California, this 16th day of January, 2003.

HOULIHAN, LOKEY, HOWARD & ZUKIN, INC.



Scott Adelson
Managing Director