

Form PTO-1594
(Rev. 03/01)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
YESHIVA UNIVERSITY
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **New York**
 Other _____
Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies):
Name: (SEE ATTACHED)
Address: _____

 Individual(s) citizenship U.S. citizens
 Association _____
 General Partnership _____
 Limited Partnership _____
 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) & addresses attached?
 Yes No


3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: February 9, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) B. Trademark Registration No.(s).
76/183,668
Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Patrick Boisson
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 866 United Nations Plaza
City: New York State: NY Zip: 10017
Tel: (212) 813-5900 • Fax: (212) 813-5901

6. Total number of applications and registration involved:..... 1
7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
23-0825 - Docket No. IPRO-0408577
(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.
Tamar Niv Bessinger  February 25, 2004
Name of Person Signing Signature Date
Total number of pages comprising cover sheet: _____

OMB No. 0651-0027 (exp. 5/31/2002) FZLZ File No.: IPRO USA TA-04/08577 TNB

CH \$40.00 230825 76183668

name and address of receiving party(ies)

PETER J. NEUFELD
99 Hudson Street, 8th Floor
New York, New York 10003

BARRY C. SCHECK
100 Fifth Avenue, 3rd Floor
New York, New York 10011

EXHIBIT A

ASSIGNMENT

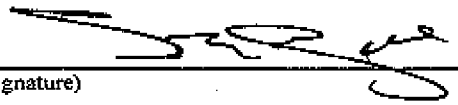
WHEREAS, Yeshiva University, an educational corporation organized and existing under the laws of the State of New York, located and doing business at 500 West 185th Street, New York, New York 10033 ("Assignor"), has claimed ownership rights in the following trademark and owns the following trademark application (together, the "Trademark"):

TRADEMARK	APPLICATION SERIAL NO.	DATE OF FILING
INNOCENCE PROJECT	76/183,668	December 20, 2000

WHEREAS, Peter J. Neufeld, an individual having a business address at 99 Hudson Street, 8th Floor, New York, New York 10003 ("Neufeld") and Barry C. Scheck, an individual having a business address at 100 Fifth Avenue, 3rd Floor, New York, New York 10011 ("Scheck") (collectively "Assignees"), desire to acquire any and all rights of Assignor in and to the Trademark and any and all associated goodwill; and

WHEREAS, to the best of Assignor's knowledge, no opposition proceedings against the application are pending (other than any proceeding commenced by the Notice of Opposition filed by Assignees and The Innocence Network, Inc.), and no third party makes a claim of ownership to the Trademark;

NOW, THEREFORE, for good and valuable consideration, which is hereby acknowledged, as set forth in a certain Settlement Agreement dated February 10, 2004, Assignor hereby assigns to Assignees any and all right, title and interest it owns in and to the Trademark, including all right, title and interest in the above-named application therefor, together with the goodwill of the business symbolized by the Trademark, and with all claims that could be asserted by Assignor arising out of or relating to the use or ownership of the Trademark.

By: 
(signature)

Printed Name: DR SHELDON E SOCOL
VICE PRESIDENT BUSINESS
YESHIVA UNIVERSITY

Title: _____

Date: 2-09-04