

09-15-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE

102549984

U.S. DEPARTMENT OF COMMERCE 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): E-Financial Ventures I, L.P. 9.11.03
Individual(s) Association
General Partnership X Limited Partnership
Corporation-Delaware
Other

2. Name and address of receiving party(ies)
Name: LCC Asset Holding, Inc.
Address: c/o Tobat Capital Partners I, L.P.
Street Address: 300 Crescent Court, Suite 1170
City: Dallas State: TX Zip: 75201
Individual(s) citizenship
Association
General Partnership
Limited Partnership
X Corporation-Delaware
Other

3. Nature of conveyance:
X Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 07/28/2003

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 X No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,555,526

Additional number(s) attached X Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lekha Gopalakrishnan
Address: Jenkins & Gilchrist, P.C.
Street Address: 1445 Ross Avenue, Suite 3200
City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 4
7. Total fee (37 CFR 3.41): \$ 115
X Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 10-0447

DO NOT USE THIS SPACE

9. Signature.
Lekha Gopalakrishnan, Reg. No. 46,733
Name of Person Signing

Signature: Lekha Gopalakrishnan

Date: 9/8/03

Date

Total number of pages including cover sheet, attachments, and document: 9

OFFICE OF PUBLIC RECORDS
2003 SEP 11 PM 3:44
FINANCE SECTION

09/12/2003 LHMELLER 00000050 2303026

01 FC:0521
02 FC:0522

40.00 OP
75.00 OP

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

Additional name(s) and address(es) of conveying parties (Continuation of Item 1)

E-Financial Ventures I L.P.
c/o Tobat Capital Partners I, L.P.
300 Crescent Court, Suite 1170
Dallas, TX 75201

Continuation of Item 4:

2,640,650

2,509,851

2,476,744

CONTRIBUTION AGREEMENT

THIS CONTRIBUTION AGREEMENT (this "Agreement") is made as of July 28, 2003, by and among e-Financial Ventures I, L.P., a Delaware limited partnership ("e-Financial, L.P."), and e-Financial Ventures I, Unit Trust, a trust formed under the laws of the Cayman Islands ("e-Financial Trust," and together with e-Financial, L.P., the "Stockholders," and each, a "Stockholder"), and LCC Asset Holding Inc., a newly-formed Delaware corporation (the "Company").

RECITALS

1. The Stockholders have acquired, as joint owners, substantially all of the assets of LCconnect, Inc., a Delaware corporation ("LCC"), pursuant to a foreclosure sale conducted under the New York Uniform Commercial Code on July 28, 2003 (the "UCC Sale").

2. The Stockholders agree to contribute to the Company all of the assets acquired by the Stockholders pursuant to the UCC Sale (the "Assets") in exchange for the shares of common stock, par value \$0.001 per share, of the Company (the "Common Stock") set forth opposite each Stockholder's name on the attached Schedule A.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises and covenants contained in this Agreement, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

ARTICLE I

CONTRIBUTION OF THE ASSETS

1.1 Contribution of the Assets. The Stockholders, as joint owners of the Assets, hereby sell, assign, set over and deliver to the Company, all right, title and interest in and to the Assets in exchange for the shares of Common Stock set forth opposite each Stockholder's name on the attached Schedule A. The assets are being contributed "WHERE IS, AS IS" without any representations or warranties, express or implied. There is no warranty relating to title, possession, quiet enjoyment or the like in the Assets. The contribution of the Assets hereby shall constitute a contribution to the capital of the Company in a transaction intended to qualify as a tax-free transaction under §351 of the Internal Revenue Code of 1986, as amended.

ARTICLE II

MISCELLANEOUS

2.1 Further Assurances. Each of the parties hereto agrees to execute and deliver such additional documents and do such additional acts as the other may reasonably request in order to carry out the intent of this Agreement and to more fully evidence the transactions contemplated hereby.

2.2 Governing Law; Severability. This Agreement shall be interpreted, construed, and enforced in accordance with the laws of the State of Delaware, without regard to conflicts of laws principles. Wherever possible, each provision of this Agreement shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement shall be prohibited by or invalid under applicable law, such provision shall be ineffective to the extent of such prohibition or invalidity, without invalidating the remainder of such provision or the remaining provisions of this Agreement.

2.3 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one instrument.

2.4 Successors and Assigns. This Agreement shall be binding upon, and shall inure to the benefit of, the Company and the Stockholders and their respective successors and assigns.

2.5 Amendments. This Agreement may not be altered or amended except by a writing signed by the Company and all of the Stockholders.

[signature page follows]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

The Company:

LCC Asset Holding, Inc.

By: 

Name: Ian D. Packer

Title: President

The Stockholders:

e-Financial Ventures I, L.P.

By: Tobat Capital Partners I, L.P.,
its General Partner

By: Tobat General Partner I, LLC,
its General Partner

By: 

Name: IAN D. PACKER

Title: General Partner

e-Financial Ventures I, Unit Trust

By: Tobat Capital Partners I, L.P.,
its Investment Manager

By: Tobat General Partner I, LLC,
its General Partner

By: 

Name: IAN D. PACKER

Title: General Partner

Schedule A

Stockholder

Shares

e-Financial, L.P.

830

e-Financial Trust

170

Furniture and Equipment

	Quantity
6 Shelf Black Bookcase	2 x
3 Shelf Black Bookcase	1 x
Black Leather Couches	2 x
Black Leather Chair	1 x
Banquet Tables	3
White Boards 66" x 38"	3 x
Skyline LCconnect Display	1
Skyline LCconnect Display Carrier	2
Coffee Pot	1 x
Microwave, Panasonic	1
Refrigerator, Frigidare	1 x
Netgear Network Hub	1
IBICO IBI Master400e Binder	1
Foosball Table	1
Business Card Scanner Hardware/Software	1
GBC Shredmaster	1
3 Hole Acco Punch	1
Stanley Bostitch	1
Smart UPS Hardware/Software	1
Cork Board	1 x
JVC Color TV	1
TV Hanging Stand	1 x
PC Card Portable DVD-Rom Drive and MPEG2 Decoder Card	2 x
Brinks Safe	1
CD Readrite Drive	1
LCconnect Service and Trademark	
LCconnect Logo	
MyLC Service and Trademark	

x Located at 95 Wall St

Trademark Registrations

The following list represents the United States (state and federal) trademark applications and registrations found of record in the name of LCconnect, Inc.:

MARK	SERIAL NO./ REGISTRATION NO.	GOODS & SERVICES	OWNER	STATUS	LIENS/ ASSIGNMENTS
MY LC	2555526	Providing a personalized computer web site enabling users to view personalized data, namely information concerning letters of credit, information about sellers of letters of credit transactions and status, and market information via a global computer network (Int. Class 36)	LCconnect, Inc.	LIVE	Security Interest - E-Financial Ventures 1 Unit Trust, Dallas, Texas, recorded on October 21, 2002
LCCONNECT	2640650	Providing information to corporations, financial institutions, trade associations and academia relating to the credit industry, namely news articles, legal case studies, and market information via the global computer network (Int. Class 36)	LCconnect, Inc.	LIVE	Security Interest - E-Financial Ventures 1 Unit Trust, Dallas, Texas, recorded on October 21, 2002
(Logo Design)	2509851	Providing information to corporations, financial institutions, trade associations and academia relating to the credit industry, namely news articles, legal case studies, and market information via the global computer network (Int. Class 36)	LCconnect, Inc.	LIVE	Security Interest - E-Financial Ventures 1 Unit Trust, Dallas, Texas, recorded on October 21, 2002
LCCONNECT	2476744	Auctioneering services, namely, providing an auction site in the filed of letters of credit, which allows buyers and seller of letters of credit to communicate via a global computer network (Int. Class 35)	LCconnect, Inc.	LIVE	Security Interest - E-Financial Ventures 1 Unit Trust, Dallas, Texas, recorded on October 21, 2002