

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Apartment Search, Inc.		12/04/2002	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	RELOCATION CENTRAL CORPORATION		
Street Address:	4677 Old Ironsides Drive		
Internal Address:	Suite 210		
City:	Santa Clara		
State/Country:	CALIFORNIA		
Postal Code:	95054		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2260308		
Registration Number:	2308228	APARTMENT SEARCH	
Registration Number:	1426039	GREAT PLACES	
CORRESPONDENCE DATA			
Fax Number:	(215)655-2420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215.994.2420		
Email:	terence.dixon@dechert.com		
Correspondent Name:	Terence A. Dixon, Dechert LLP		
Address Line 1:	4000 Bell Atlantic Tower		
Address Line 2:	1717 Arch Street		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-2793		
NAME OF SUBMITTER:	Terence A. Dixon		
Signature:	/tad/		

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Date:

06/29/2005

Total Attachments: 2

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ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT (the "Agreement") is made effective as of December 4, 2002 (the "Agreement Date") by and between AMASI HOLDINGS, LLC, a Colorado limited liability company, AMASI, LLC, a Colorado limited liability company, APARTMENT SEARCH, INC., a Minnesota corporation, APARTMENT SEARCH INTERNATIONAL, INC., a Minnesota corporation, SPECTRUM APARTMENT SEARCH, LLC, a California limited liability company and APARTMENT LOCATORS, LLC, a Colorado limited liability company, (jointly and severally, "Seller") and RELOCATION CENTRAL CORPORATION, a Delaware corporation ("Buyer").

RECITALS

A. Seller is engaged in the business of operating apartment locator and referral services in California, Nevada, Arizona, Minnesota, Michigan, Kansas, Missouri, Texas, Virginia, Maryland and the District of Columbia; and,

B. Seller desires to sell to Buyer, and Buyer desires to purchase from Seller, substantially all of the Seller's assets associated with Seller's apartment locator and referral business, on all of the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and conditions set forth in this Agreement, Seller and Buyer agree as follows:

ARTICLE 1 DEFINITIONS

1.1. Definitions. In this Agreement, the following terms have the meanings specified or referred to in this Section 1.1, and shall be equally applicable to both the singular and plural forms. Any agreement referred to below shall mean such agreement as amended, supplemented and modified from time to time to the extent permitted by the applicable provisions thereof and by this Agreement.

(a) "Agreement" has the meaning set forth in the Preamble.

(b) "Agreement Date" has the meaning set forth in the Preamble.

(c) "Affiliate" means, with respect to any Person, any other Person that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the first Person mentioned; provided, however, that solely for purposes of indemnification pursuant to, Section 2.2(e), an "Affiliate" of Seller means Amstar Group, Ltd., APL General, Ltd., Amstar Capital Management Corporation, AGL Capital Investments, LLC, ("Amstar") and London Investments, Inc.

(d) "Assets" means all of Seller's assets, property and rights owned, leased, licensed or used by Seller in connection with Seller's apartment locator and referral business

GENERAL ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS GENERAL ASSIGNMENT AND ASSUMPTION AGREEMENT ("Assignment") is made this 4th day of December, 2002, by and between AMASI HOLDINGS, LLC, a Colorado limited liability company, AMASI, LLC, a Colorado limited liability company, APARTMENT SEARCH, INC., a Minnesota corporation, APARTMENT SEARCH INTERNATIONAL, INC., a Minnesota corporation, SPECTRUM APARTMENT SEARCH, LLC, a California limited liability company and APARTMENT LOCATORS, LLC, a Colorado limited liability company, (jointly and severally, "Assignor") and RELOCATION CENTRAL CORPORATION, a Delaware corporation ("Assignee")

Recitals

A. Assignor and Assignee entered into that certain Asset Purchase Agreement dated December 4, 2002 (the "Purchase Agreement"), respecting the sale by Assignor to Assignee of certain Assets and the assumption by Assignee of the Assumed Liabilities (as both terms are defined in the Purchase Agreement); and

B. Under the Purchase Agreement, Assignor is obligated to assign and transfer any and all of its right, title and interest in the following Assets to Assignee (the "Assets"):

1. The "1-800-Apartment" toll free number shall be conveyed to Buyer under a separate Bill of Sale;
2. The "Apartment Search," "Spectrum Apartment Search" and "Apartment Locator" names;
3. The website, domain name, all computer software, licenses and proprietary software, trade marks, service marks, trade names, brand names, copyrights and other proprietary property of any nature, client customer and data bases and other intellectual property owned, licensed or used by Seller (the "Intellectual Property");
4. To the extent assignable, all contracts with apartment owners, relocation customers, relocation companies and all other customers (the "Operating Contracts");
5. To the extent assignable, all service and other contracts relating to the Business (the "Service Contracts");
6. All franchise agreements;
7. All Leases;
8. All personal property leases (the "Personal Property Leases");
9. All furniture, fixtures and equipment;
10. All computer, telephone and other office equipment;

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