

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cendant Finance Holding Company LLC		07/26/2006	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	C21 TM Corp.		
Street Address:	27271 Las Ramblas		
Internal Address:	Suite 132		
City:	Mission Viejo		
State/Country:	CALIFORNIA		
Postal Code:	92691		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1151216	VIP	
CORRESPONDENCE DATA			
Fax Number:	(973)407-5331		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	973-407-5269		
Email:	uspto.mail@realogy.com		
Correspondent Name:	Joan Pinaire		
Address Line 1:	1 Campus Drive		
Address Line 4:	Randolph, NEW JERSEY 07054		
ATTORNEY DOCKET NUMBER:	VIP CFHC-C21 TM		
NAME OF SUBMITTER:	Joan Pinaire		
Signature:	/joanpiniare/		

CH \$40.00 1151216

Date:

10/30/2006

Total Attachments: 1

source=VIP Assignment from CFHC to C21 TM#page1.tif

ASSIGNMENT OF U.S. TRADEMARK RIGHTS

WHEREAS Cendant Finance Holding Company LLC ("**Assignor**" or "**CFHC**"), a Delaware limited liability company with its principal place of business at 1 Campus Drive, Parsippany, New Jersey 07054 is the owner of the United States Trademark **VIP**, Registration No. 1151216 (the "Mark") which is the subject of this assignment;

WHEREAS C21 TM Corp. ("**Assignee**" or "**C21**"), a California corporation with its principal place of business at 27271 Las Ramblas, Suite #132, Mission Viejo, California 92691 is desirous of acquiring the Mark, the registration thereof and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Assignee, all rights, title and interest in and to the Mark together with that portion of its business relating to the Mark and the goodwill appurtenant thereto, including, but not limited to, any right to collect damages for past infringements.

IN WITNESS WHEREOF, this Assignment is executed, delivered and made effective as of the 26th day of July, 2006.

CENDANT FINANCE HOLDING COMPANY LLC,
By Cendant Corporation, its sole member

By: _____

Name: Eric J. Bock

Title: Executive Vice President, Law and Secretary

Date: _____