

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF AN UNDIVIDED PART OF ASSIGNOR'S INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Continental Exchange Solutions, Inc.		12/28/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Corporate Services, Inc.		
Street Address:	16133 Ventura Boulevard, Ste. 900		
City:	Encino		
State/Country:	CALIFORNIA		
Postal Code:	91436		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3044485	AFEX MONEY EXPRESS	
Registration Number:	3203439	AFEX MONEY EXPRESS SI CUMPLE	
CORRESPONDENCE DATA			
Fax Number:	(310)914-5843		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3103124000		
Email:	ctappa@manatt.com		
Correspondent Name:	Jill M. Pietrini		
Address Line 1:	11355 W. Olympic Boulevard		
Address Line 2:	Manatt, Phelps & Phillips, LLP		
Address Line 4:	Los Angeles, CALIFORNIA 90064		
ATTORNEY DOCKET NUMBER:	28739-030		
NAME OF SUBMITTER:	Jill M. Pietrini		
Signature:	//jmp//		

CH 3044485 \$65.00

Date:

07/11/2007

Total Attachments: 9

source=Assignment and Assumption Agreement 28739#page1.tif

source=Assignment and Assumption Agreement 28739#page2.tif

source=Assignment and Assumption Agreement 28739#page3.tif

source=Assignment and Assumption Agreement 28739#page4.tif

source=Assignment and Assumption Agreement 28739#page5.tif

source=Assignment and Assumption Agreement 28739#page6.tif

source=Assignment and Assumption Agreement 28739#page7.tif

source=Assignment and Assumption Agreement 28739#page8.tif

source=Assignment and Assumption Agreement 28739#page9.tif

ASSIGNMENT AND ASSUMPTION AGREEMENT

This ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Agreement") is made as of December 28, 2006, by and between Continental Exchange Solutions, Inc., a Delaware corporation (the "Assignor"), and Corporate Services, Inc., a California corporation (the "Assignee").

RECITALS

WHEREAS, Assignor is a wholly owned subsidiary of RIA Envia, Inc., a New York corporation ("RIA");

WHEREAS, pursuant to that certain Stock Purchase Agreement, dated as of November 21, 2006, by and among Euronet Payment & Remittance, Inc., a North Carolina corporation, Euronet Worldwide, Inc., a Delaware corporation, the Fred Kunik Family Trust, a California trust and the Irving Barr Living Trust, an Illinois trust, RIA is required to divest itself of its corporate wire business;

WHEREAS, in furtherance of such divestiture, Assignor wishes to assign and delegate its corporate wire business division ("US Corporate Wire") and certain of the assets and liabilities associated therewith to Assignee, and Assignee wishes to accept such assignment and assume all duties and liabilities pertaining thereto; and

WHEREAS, in consideration for such assignment, Assignee has agreed to issue, simultaneously herewith, 1,000 shares (the "Stock") of its common stock (the "Common Stock"), to Assignor and to assume certain liabilities as provided herein.

NOW THEREFORE, the parties agree as follows:

1. Subject to Section 4 below, Assignor hereby assigns US Corporate Wire and all of the assets associated therewith, including, without limitation, the assets listed in Exhibit A hereto (the "US Corporate Wire Assets") and all benefits thereunder to Assignee, and Assignee hereby accepts such assignment.
2. In consideration for the US Corporate Wire Assets and the Stock, Assignee hereby assumes and undertakes to pay, perform and discharge when due all of the liabilities, obligations or commitments of Assignor directly related to the US Corporate Wire Assets, including, without limitation, those listed in Exhibit A hereto, and excluding all other liabilities, obligations or commitments.
3. The Assignee hereby issues the Stock to the Assignor simultaneously herewith, which Stock shall represent 100% of the issued and outstanding shares of the Common Stock upon issuance and delivery. All such stock shall be duly authorized, validly issued, fully paid and nonassessable.
4. Notwithstanding the foregoing, none of the US Corporate Wire Assets to be licensed pursuant to Section 3 of that certain form of License Agreement by and among Associated

Foreign Exchange, Inc., a California corporation and Continental Exchange Solutions, Inc., a Delaware corporation, and solely for the purposes of consenting to Section 3.1 thereof, DNTG, a California corporation (in the form of Exhibit B hereto), shall be transferred pursuant hereto.

5. Each of the parties hereto shall make diligent and cooperative efforts, on and after the date hereof, to take or cause to be taken all actions, and to do or cause to be done all things, necessary, proper or desirable under applicable laws and regulations to carry out the purposes of this Agreement and to vest Assignee with full right, title and interest in and to US Corporate Wire, except as set forth in Section 4 hereof.

6. This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the substantive internal laws of the State of California (without regard to the laws of conflict of any jurisdiction) as to all matters, including, without limitation, matters of validity, interpretation, construction, effect, performance and remedies.

7. This Agreement may be executed simultaneously in two or more counterparts, and each such counterpart will be deemed an original hereof, but all such counterparts together will constitute one and the same instrument.

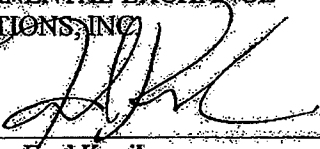
8. Each party hereto has the requisite power and authority to enter into this Agreement, to perform its obligations hereunder, and to consummate the transaction contemplated hereby. This Agreement has been duly executed and delivered by each party hereto and constitutes legal, valid and binding obligations of each party hereto, fully enforceable against each party hereto in accordance with their terms.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the parties have set their hands and seals as of the date first set forth above.

"Assignor"

CONTINENTAL EXCHANGE
SOLUTIONS, INC.

By: 
Name: Fred Kunik
Title: Senior Vice President

"Assignee"

CORPORATE SERVICES, INC.

By: 
Name: Juan C. Bianchi
Title: President

EXHIBIT A
Assets and Liabilities

410596482

Afex Balance Sheets

Acct	Acct Name	Afex US
1000	Cash	155,267
1010	Checking Domestic	2,048,849
1020	Checking - Foreign	2,212,666
1022	Checking - Foreign (Non-Ops)	-
1200	Accounts Receivable	12,490,824
1201	Allowance for Bad Debts	(36,028)
1209	Other Receivables	78,846
1300	Metal Inventory	139,335
1310	Foreign Cash	662,157
1320	Foreign Checks	72,627
1400	Prepaid Expenses	131,675
1500	Fixed Assets	1,111,916
1550	Accumulated Depreciation	(765,884)
1650	Intangible Assets	143,136
1655	Security Deposit	47,733
1800	Due from (to) Affiliates	(1,206,283)
	Total assets	17,286,836
2000	Customer Settlement	13,735,779
2065	Line of Credit	3,000,000
2070	Accounts Payable	240,859
2100	Accrued Expenses	319,969
2130	Income Taxes Payable	(10,711)
	Total liabilities	17,286,836
2920	Capital	1,000
2920	Paid-in Capital	-
2990	Retained Earnings	-
2999	Current Year Income	-
	Total equity	1,000
	Total liabilities and equity	17,286,836

Afex-US TB

Acct	Sub	Acct Name	Sub Name	Balance
1000	101	Cash	Cash Drawer	153,474.71
1000	401	Cash	Petty Cash	1,792.25
1010	11	Checking Domestic	Bank of America - Oregon	43,200.13
1010	20	Checking Domestic	Union Bank	300.68
1010	22	Checking Domestic	Union Bank - EN	1,149.57
1010	103	Checking Domestic	Wells Fargo (Funding)	85,085.06
1010	108	Checking Domestic	CBT (Old)	190.80
1010	109	Checking Domestic	CBT (New)	639,211.24
1010	111	Checking Domestic	CBT Payroll (Old)	(9,951.94)
1010	116	Checking Domestic	Mellon Bank	(12,435.22)
1010	130	Checking Domestic	Zions Bank	764,081.34
1010	502	Checking Domestic	M&T BANK	25,632.58
1010	504	Checking Domestic	SOVEREIGN BANK (2)	4,706.27
1010	515	Checking Domestic	Sterling National Bank	240,277.88
1010	999	Checking Domestic	Funds to Deposit - Domestic	267,400.00
1020	201	Checking - Foreign	Bank of America - Canada	31,808.61
1020	203	Checking - Foreign	Bank of America - EUR	51,472.10
1020	301	Checking - Foreign	ANZB (Australia)	(1,822.79)
1020	305	Checking - Foreign	Den Danske Bank (DKK)	(4,530.61)
1020	306	Checking - Foreign	Barclays Bank (GBP)	53,061.66
1020	307	Checking - Foreign	ANZB (Fiji)	4,236.76
1020	309	Checking - Foreign	Barclays Bank (EUR/FR)	(164,290.64)
1020	314	Checking - Foreign	Standard Chartered (HK)	7,299.79
1020	320	Checking - Foreign	ANZ Bank (NZ)	17,210.87
1020	321	Checking - Foreign	Den Norske Bank AS (Norway)	7,655.01
1020	323	Checking - Foreign	Standard Chartered Bank (Singapore)	2,502.62
1020	324	Checking - Foreign	Standard Bank of South Africa	842.64
1020	326	Checking - Foreign	Skandinaviska Enskilda Banken	1,375.37
1020	328	Checking - Foreign	Banque de Tahiti (XPF)	161.64
1020	338	Checking - Foreign	BiPop-Eur	89,949.23
1020	342	Checking - Foreign	Barclays Ireland (EUR/IR)	23,099.16
1020	344	Checking - Foreign	Dresdner Germany (EUR/DM)	(70,884.08)
1020	345	Checking - Foreign	Barclays Portugal (EUR/EGR)	2,892.69
1020	346	Checking - Foreign	BSCH Spain (EUR/SP)	7,936.27
1020	347	Checking - Foreign	Barclays Greek (EUR/GRE)	2,927.34
1020	349	Checking - Foreign	RBC - CAD	(46,970.19)
1020	350	Checking - Foreign	RBC - USD	5,958.06
1020	353	Checking - Foreign	Credit Suisse (CHF)	9,912.12
1020	354	Checking - Foreign	Credit Suisse (EUR)	7,834.89
1020	359	Checking - Foreign	Wells Fargo - EUR	9,844.66
1020	360	Checking - Foreign	Wells Fargo - JPY	0.07
1020	364	Checking - Foreign	Wells Fargo - HKD	11.47
1020	401	Checking - Foreign	Barclays Bank (USD)	(67.70)
1020	402	Checking - Foreign	Barclays Bank (EUR)	399.36
1020	406	Checking - Foreign	Westpac	2,351.70
1020	410	Checking - Foreign	ABN-Amro Trading - EUR	1,239,648.13
1020	411	Checking - Foreign	ABN-Amro Trading - USD	493.92
1020	412	Checking - Foreign	ABN-Amro Trading - GBP	1,813.63
1020	413	Checking - Foreign	ABN-Amro Trading - CHF	3.47
1020	414	Checking - Foreign	ABN-Amro Trading - CAD	119.59
1020	415	Checking - Foreign	ABN-Amro Trading - DKK	2.42
1020	416	Checking - Foreign	ABN-Amro Trading - NOK	26.06
1020	417	Checking - Foreign	ABN-Amro Trading - SEK	16.51
1020	418	Checking - Foreign	ABN-Amro Trading - JPY	20.20
1020	419	Checking - Foreign	ABN-Amro Trading - ZAR	10.12
1020	420	Checking - Foreign	ABN-Amro Trading - AUD	9.77
1020	421	Checking - Foreign	ABN-Amro Trading - NZD	18.41
1020	422	Checking - Foreign	ABN-Amro Trading - PLN	452.84
1020	424	Checking - Foreign	ABN-Amro Trading - AED	240,913.93

Afex-US TB

1020	425	Checking - Foreign	ABN-Amro Trading - SGD	30.84
1020	426	Checking - Foreign	ABN-Amro Trading - CYP	60,828.14
1020	427	Checking - Foreign	ABN-Amro Trading - CZK	47.61
1020	428	Checking - Foreign	ABN-Amro Trading - HKD	3,730.27
1020	451	Checking - Foreign	ABN-Amro (Country) - EURSP	829.11
1020	452	Checking - Foreign	ABN-Amro (Country) - EURDM	1,030.58
1020	453	Checking - Foreign	ABN-Amro (Country) - EURFR	1,228.44
1020	454	Checking - Foreign	ABN-Amro (Country) - EURPOR	2,380.52
1020	455	Checking - Foreign	ABN-Amro (Country) - EURATS	422.91
1020	456	Checking - Foreign	ABN-Amro (Country) - EURITL	171.19
1020	457	Checking - Foreign	ABN-Amro (Country) - EURIP	24.67
1020	458	Checking - Foreign	ABN-Amro (Country) - EURBL	9,093.40
1020	461	Checking - Foreign	ABN-Amro (Country) - GBP	2.39
1020	462	Checking - Foreign	ABN-Amro (Country) - DKK	(9,989.34)
1020	463	Checking - Foreign	ABN-Amro (Country) - SEK	(39,816.53)
1020	464	Checking - Foreign	ABN-Amro (Country) - CHF	98,660.07
1020	465	Checking - Foreign	ABN-Amro (Country) - CAD	1,895.14
1020	466	Checking - Foreign	ABN-Amro (Country) - JPY	296,953.01
1020	467	Checking - Foreign	ABN-Amro (Country-Uk) - EUR	3,004.91
1020	468	Checking - Foreign	ABN-Amro (Country) - ZAR	3,650.81
1020	469	Checking - Foreign	ABN-Amro (Country) - MXN	1,273.33
1020	470	Checking - Foreign	ABN-Amro (Country) - SGD	3,480.09
1020	601	Checking - Foreign	Anglo-Irish Bank (USD)	914.13
1020	602	Checking - Foreign	Anglo-Irish Bank (GBP)	11.99
1020	603	Checking - Foreign	Anglo-Irish Bank (EUR)	10.96
1020	605	Checking - Foreign	Anglo-Irish Bank (AUD)	346.85
1020	607	Checking - Foreign	Anglo-Irish Bank (SEK)	17.36
1020	611	Checking - Foreign	Anglo-Irish Bank (CHF)	577.84
1020	613	Checking - Foreign	Anglo-Irish Bank (CZK)	9.31
1020	614	Checking - Foreign	Anglo-Irish Bank (DKK)	151.62
1020	615	Checking - Foreign	Anglo-Irish Bank (NOK)	16.01
1020	617	Checking - Foreign	Anglo-Irish Bank (PLN)	36.56
1020	632	Checking - Foreign	Anglo-Irish Bank (GBP) - Ria	24.55
1020	702	Checking - Foreign	ANZB (Collateral) - AUD	236,489.99
1200	1	Accounts Receivable	Accounts Receivable	12,484,550.72
1200	90	Accounts Receivable	Collections	6,273.48
1201	99	Allowance for Bad Debts	Allowance for Bad Debts	(36,028.28)
1209	2	Other Receivables	COBRA Insurance Receivable	1,769.51
1209	3	Other Receivables	Payroll Advances	1,223.46
1209	4	Other Receivables	Business Advances	5,928.85
1209	5	Other Receivables	A/R - Other	42,158.02
1209	6	Other Receivables	A/R-Banks (Open Items)	28,765.56
1300	1	Metal Inventory	Metals	139,835.23
1310	1	Foreign Cash	Currency	662,157.34
1320	1	Foreign Checks	Foreign Checks	38,512.95
1320	10	Foreign Checks	Drafts Purchased	34,114.20
1400	1	Prepaid Expenses	General	104,240.44
1400	10	Prepaid Expenses	Ppd Insurance	27,435.09
1500	1	Fixed Assets	Office Equipment	79,609.32
1500	2	Fixed Assets	Computer Equip and Software	511,321.66
1500	10	Fixed Assets	Furniture and Fixture	115,232.56
1500	60	Fixed Assets	Leasehold Improvements	406,051.74
1550	1	Accumulated Depreciation	Accum-Office Equipment	(78,942.52)
1550	2	Accumulated Depreciation	Accum-Computer Equip and Software	(293,265.64)
1550	10	Accumulated Depreciation	Accum-Furniture and Fixture	(91,217.96)
1550	60	Accumulated Depreciation	Accum-Leasehold Improvements	(302,457.35)
1650	40	Intangible Assets	Goodwill	238,559.78
1650	45	Intangible Assets	Accumulated Amortization	(95,424.00)
1655	2	Security Deposit	Security Deposit	47,732.95
1800	10	Due from (to) Affiliates	Intra-Co CES	(299,926.01)

Afex-US TB

1800	12 Due from (to) Affiliates	Inter-Co UK (AM)	(1,365,836.28)
1800	20 Due from (to) Affiliates	Inter-Co Australia (AM)	266,339.15
1800	26 Due from (to) Affiliates	Due from (to) Ria-Envia, Inc	182,073.55
1800	30 Due from (to) Affiliates	Inter-Co BN	10,065.82
			<u>17,286,834.90</u>
2000	1 Customer Settlement	Customer Settlement	13,640,842.85
2000	18 Customer Settlement	Forward Contract Deposits	210,039.36
2000	30 Customer Settlement	Valuation Adj on Forwards	(109,579.50)
2000	110 Customer Settlement	Other	(5,528.39)
2065	50 Line of Credit	CBT Credit Line	3,000,000.00
2070	1 Accounts Payable	Trade	145,188.43
2070	2 Accounts Payable	AVP-Other	9,838.35
2070	60 Accounts Payable	Checks to Print	74,664.34
2070	61 Accounts Payable	Wires to Print	9,786.00
2070	100 Accounts Payable	Sales Tax	1,878.18
2100	1 Accrued Expenses	Monthly	14,886.56
2100	2 Accrued Expenses	Accrued Payroll	73,066.15
2100	4 Accrued Expenses	Accrued Vacation	41,474.26
2100	5 Accrued Expenses	Accrued Sick Leave	21,407.88
2100	6 Accrued Expenses	Accrued Pension Contribution	15,257.34
2100	7 Accrued Expenses	Accrued AE Commissions	56,203.12
2100	10 Accrued Expenses	Accrued Audit and Tax	33,993.91
2100	11 Accrued Expenses	Accrued Legal Fees	24,912.77
2100	17 Accrued Expenses	Accrued Armored Car Exp	3,800.00
2100	21 Accrued Expenses	Business Tax Payable	600.00
2100	30 Accrued Expenses	Accrued Bank Charges	32,215.35
2100	90 Accrued Expenses	Various (Not Monthly)	2,093.00
2130	11 Income Taxes Payable	State Income Tax Payable	(10,711.36)
			<u>17,285,834.70</u>
2920	1 Capital	Capital	1,000.00
			<u>1,000.00</u>
			<u>17,286,834.70</u>

EXHIBIT B
form of License Agreement

410696482