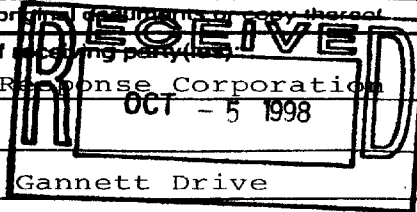


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Tab settings >>>

To the Honorable Commissioner of

1. Name of conveying party(ies):

RESPONSE INSURANCE COMPANY

- Individual(s)
- General Partnership
- Corporation-State - Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 25, 1998

2. Name and address of receiving party(ies)

Name: Direct Response Corporation

Internal Address:

Street Address: 4 Gannett Drive

City: White Plains State: NY ZIP: 10604

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State - Delaware
- 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) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,175,677

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: William R. Hansen, Esq.

Internal Address: Nims, Howes, Collison, Hansen & Lackert

N Suite 3500

Street Address: 605 Third Avenue

City: New York State: NY ZIP: 10158

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

WILLIAM R. HANSEN, ESQ.

Name of Person Signing

Signature

10/5/98

Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

11/10/1998 DMGUYEN 00000027 2175677 Commissioner of Patents and Trademarks
01 FC:481 40.00 OP Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

ASSIGNMENT

WHEREAS, Response Insurance Company a corporation organized under the laws of the state of Delaware, having a principal place of business at 2975 Westchester Avenue, Purchase, New York 10577, has adopted, used and is using and is the owner of the following trademark/service mark now registered in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
RESPONSE INSURANCE	2,175,677	July 21, 1998

AND WHEREAS, Direct Response Corporation, a corporation organized under the laws of the state of Delaware having its principal place of business at 4 Gannett Drive, White Plains, New York 10604, did acquire all right, title and interest to the above registered mark, and;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Response Insurance Company, by these presents does hereby sell, assign and transfer, to Direct Response Insurance Corporation, all of its right, title and interest in including, without limitation, any and all rights in and to the mark RESPONSE INSURANCE and the registration thereof, effective October 15, 1997, nunc pro tunc, together with the good will of the business associated and symbolized by the mark RESPONSE INSURANCE.

IN WITNESS WHEREOF, Response Insurance Company has hereunto executed this instrument this 25th day of September 1998.

RESPONSE INSURANCE COMPANY

KAREN PROCTOR
Notary Public, State of New York
No. 01PR5086426
Qualified in Westchester County
Commission Expires Oct. 14,

By: Jane Arthur
Jane Arthur
Vice President

ACKNOWLEDGEMENT

State of New York)
) ss.:
COUNTY OF Westchester)

On this 25th day of September, 1998, before me personally appeared Jane Arthur, to me known, who, being by me duly sworn, did depose and say that she is Vice President of Response Insurance Company, the assignor above-named, and acknowledged that she executed the foregoing assignment on behalf of said assignor and pursuant to authority duly received.

Karen Proctor
KAREN PROCTOR
Notary Public, State of New York
No. 01PR5086426
Qualified in Westchester County
Commission Expires Oct. 14 99

NOTARY PUBLIC