

09-29-1999

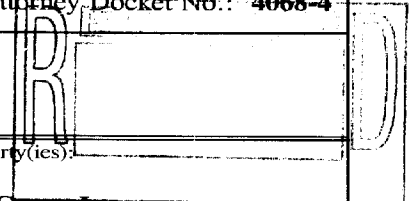


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Attorney Docket No.: 4068-4

101158053

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:
Please record the attached original documents or copy thereof.



1. Name of conveying party(ies):
Oxford Properties Group Inc. MAD
9-27-99

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-Canada
 Other ___

3. Nature of Conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other _

Execution Date: August 23, 1999

2. Name and address of receiving party(ies):
Name: **Oxford Development Group Inc.**

Internal Address:

Street Address: **120 Adelaide Street West, Suite 1700**

City: **Toronto**

Country/State/Zip: **Canada M5H 1T1**

Individual Citizenship ___
 Association ___
 General Partnership ___
 Limited Partnership ___
 Corporation-Canada ___
 Other ___

Additional names and addresses attached? yes no

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

A. Trademark Application No.(s)
75/588,216

B. Trademark Registration No.(s):
N/A

Additional numbers attached? Yes No

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

Name: **Lance J. Lieberman, Esq.**

Internal Address: **Cohen, Pontani, Lieberman & Pavane**

Street Address: **551 Fifth Avenue, Suite 1210**

City: **New York** State: **NY** ZIP: **10176**

6. Total number of applications and trademarks involved:
[1]

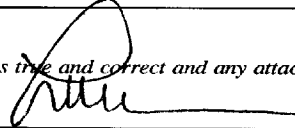
7. Total fee (37 C.F.R. 3.41)..... \$ **40.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **03-2412**
 (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.

Lance J. Lieberman, Esq.  **September 22, 1999**
 Name of Person Signing Signature Date

Reg. No. 28,437 Total number of pages including cover sheet, attachments and document
[2]

OMB No. 0651-0011 (exp. 4/84)

do not detach this portion

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

Assistant Commissioner for Patents
 Box Assignments
 Washington, D.C. 20231

09/28/1999 MTHA11 00000148 75588216
 01 FC:481 40.00 DP

ASSIGNMENT OF U.S. TRADE-MARK APPLICATION

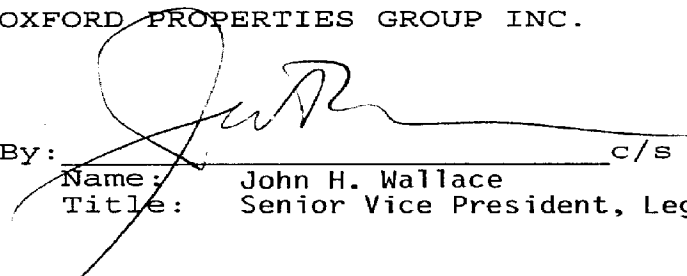
WHEREAS, OXFORD PROPERTIES GROUP INC., having its principal place of business located at 120 Adelaide Street West, Suite 1700, Toronto, Ontario, M5H 1T1, had adopted, used and is using the trade-mark which is the subject of a pending trade-mark application in the United States Patent Office as Application Number 75/588,216, for the trade-mark **oxfordproperties.com**; and

WHEREAS OXFORD DEVELOPMENT GROUP INC., a corporation created under the laws of the province of Ontario, Canada, having its principal office located at 120 Adelaide Street West, Suite 1700, Toronto, Ontario M5H 1T1, is desirous of acquiring said trade-mark including the registration thereto.

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged by OXFORD DEVELOPMENT GROUP INC., the aforesaid, assigns and transfers all its right, title and interest in and to the said trade-mark together with the goodwill of the business symbolized by said trade-mark and all causes of action, claims and demands or other rights for, or arising from any infringement, including past infringements of said trade-mark and the registration thereto.

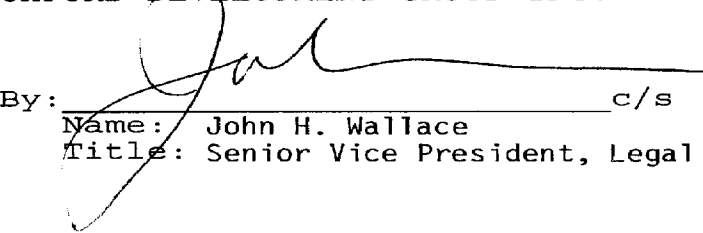
EXECUTED at Toronto, Ontario, as at the 23rd day of August, 1999.

OXFORD PROPERTIES GROUP INC.

By:  c/s
Name: John H. Wallace
Title: Senior Vice President, Legal

EXECUTED at Toronto, Ontario, as at the 23rd day of August, 1999.

OXFORD DEVELOPMENT GROUP INC.

By:  c/s
Name: John H. Wallace
Title: Senior Vice President, Legal