

08-03-2000

TRADEMARK & PATENT



AMERICA, P.C.

COMPRISING THE LAW OFFICE OF I

101422085

July 11, 2000

915 Broadway New York, NY 10010-7108
Tel: (212) 387-0247 Fax: (212) 387-0167
E-mail: trademark@tmcounselors.com

Mark L. Peroff
Keith L. Danish
G. Mathew Lombard
Manjari M. Datta
John L. Chiatelas*
**Assistant Commissioner of Merit*
Stephen R. Fink**
***Assistant Commissioner of Merit*

*MMS
7.12.00*

RECORDATION FORM COVER SHEET - TRADEMARKS

Of counsel:
Stephen N. Dratch
Marguerite Del Valle
James A. Power Jr

Director of Trademarks
Washington, D.C. 20231

Attn: BOX ASSIGNMENT

Re: Recordal of Assignment from MARLIN RESOURCE GROUP,
INC. to SQUARE CO., LTD.
Mark: **PLAY IT ONLINE**
Reg. No.: 2,124,210
Our Ref.: 78.800

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

MARLIN RESOURCE GROUP, INC., a corporation organized and existing under the laws of the State of New Jersey.

2. Name and address of receiving party(ies):

SQUARE CO., LTD., a corporation organized and existing under the laws of Japan, located and having a place of business at 1-8-1, Shimomeguro, Meguro-ku, Tokyo, Japan.

3. Nature of conveyance:

Assignment
Date of execution: June 19, 2000
Effective Date: January 20, 2000

4. Trademark Application/Registration Number:

2,124,210

08/02/2000 NTHA11 00000120 2124210
01 FC:481 40.00 OP

63872 v

Express Mail[®] mailing label number E 4928062686415
Date of Deposit 7/11/00

I hereby certify that this paper or fee is being deposited with the United Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231

Tina Simmons
[Signature]
(Signature of person mailing paper or fee)

5. Please address all correspondence in this matter to:

Mark I. Peroff
Trademark & Patent Counselors of America, P.C.
915 Broadway - 19th Floor
New York, New York 10010
(212) 387-0247

6. Total number of applications and registrations involved:
one.

7. Total fee enclosed: \$40.00.

8. Also enclosed is a Certificate of Express Mail, label
number EL 428062686 US, and an acknowledgment postcard.

9. 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.

Sincerely,



Keith E. Danish
[kdanish@tmcounselors.com]
(212) 387-0247, Ext. 3016

KED/wf
Enclosures

Total number of pages comprising cover sheet: 2

P.S. Also enclosed is a General Power of Attorney/
Appointment of Domestic Representative form, executed
by the Assignee.

TRADEMARK ASSIGNMENT

WHEREAS, **MARLIN RESOURCE GROUP, INC.**, a corporation organized and existing under the laws of the State of New Jersey, having a business address of 14 Sylvan Way, Short Hills, New Jersey 07078 ("Assignor"), is the owner of the trademark **PLAY IT ONLINE**, and the federal registration thereof in the United States Patent and Trademark Office, No. 2,124,210, dated December 23, 1997, (hereinafter referred to as "the Mark"); and

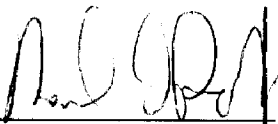
WHEREAS, **SQUARE CO., LTD.**, a corporation organized and existing under the laws of Japan, having a business address of 1-8-1, Shimomeguro, Meguro-ku, Tokyo, Japan ("Assignee"), is desirous of acquiring the Mark, the goodwill of the business symbolized by the Mark, and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, effective January 20, 2000 said Assignor does hereby assign unto the said Assignee all of its right, title and interest in and to the Mark, together with any and all goodwill of the business symbolized by the Mark, and the aforementioned registration thereof.

Assignor agrees to execute any and all documents which may reasonably be required to vest title to the Mark in the Assignee and to effectuate the recordal of the assignment in the United States Patent & Trademark Office.

MARLIN RESOURCE GROUP, INC.

Dated: July 11, 2000

By: 
Name: Mark I. Peroff
Title: President

S C H E D U L E

Trademark

Registration No.

Reg. Date

PLAY IT ONLINE

2,124,210

December 23, 1997

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* * * *

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

**GENERAL POWER OF ATTORNEY
AND APPOINTMENT OF DOMESTIC REPRESENTATIVE**

SQUARE CO., LTD., a Japanese corporation, with a business address of 1-8-1, Shimomeguro, Meguro-ku, Tokyo, Japan, hereby revokes all previously-granted Powers of Attorney and appoints Mark I. Peroff, Keith E. Danish, G. Mathew Lombard, Manjari M. Datta and all other members of the Bar of the State of New York in the firm of Trademark & Patent Counselors of America, P.C., 915 Broadway, New York, New York 10010-7108, Tel. No. (212) 387-0247, its attorneys with full powers of substitution and revocation to transact all business in the Patent and Trademark Office in connection with all existing and future United States trademark registrations and applications of our corporation.

Trademark & Patent Counselors of America, P.C. is also hereby designated as the aforementioned corporation's representative upon whom notices or process in proceedings affecting the mark may be served, in connection with all of our existing and future United States trademark registrations and applications.

Please address all correspondence in this matter to the attention of:

Mark I. Peroff, Esq.
Trademark & Patent Counselors of America, P.C.
915 Broadway
New York, New York 10010

SQUARE CO., LTD.

Dated: *December 29, 1999* By: *J. O. Y.*
Name: JUNICHI O. YANAGIHARA
Title: Authorized Signatory