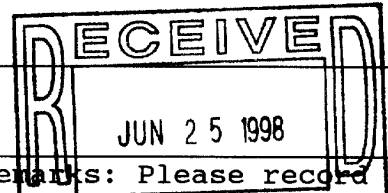


07-08-1998



100756583



Remarks: Please record

To the Honorable Com
the attached original doc

1. Name of conveying party(ies)
Comprehensive Business
Services, Inc.
 Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation-State: California
 Other:
Additional name(s) of conveying
party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Comprehensive Business Services, Inc.
Internal Address:
Street Address: 26722 Plaza Drive
City: Mission Viejo State: CA ZIP: 92691
 Individual(s) citizenship:
 Association
 General Partnership
 Limited Partnership
 Corporation-State: Ohio
 Other:

3. Nature of conveyance:
 Assignment Merger
 Security Agreement
 Change of Name
 Other:

If assignee is not domiciled in the United
States, a domestic representative designation
is attached: Yes No
Additional name(s) & address(es) attached?
 Yes No

Execution Date: June 17, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,095,413 1,820,103 2,107,202 1,114,089

Additional numbers attached? Yes No

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

Joseph F. McLellan
Suite 202
1322 Scott Street
San Diego, CA 92106-2727

6. Total number of applications and
registrations involved:..... 4

7. Total fee (37CFR3.41): \$115.00
 Enclosed
 Authorized to charge to deposit account

8. Deposit Account No. 13-0600
(Duplicate copy of this page attached)

DO NOT USE THIS SPACE

07/06/1998 DNGUYEN 00000168 1095413

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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.

Joseph F. McLellan
Joseph F. McLellan, Reg. No. 17,501

Date: June 24, 1998

TRADEMARK
REEL: 1748 FRAME: 0928

ASSIGNMENT

WHEREAS, Comprehensive Business Services, Inc., a California corporation, Assignor, having a place of business at 26722 Plaza Drive, Mission Viejo, California 92690, has adopted and used, and is the owner of record of the following trademarks registered in the United States Patent and Trademark Office:

Registration No. 1,095,413, registered on July 4, 1978, for the service mark COMPREHENSIVE;

Registration No. 1,820,103, registered February 8, 1994, for the service mark FINANCIAL INTELLIGENCE FOR SMALL BUSINESS;

Registration No. 2,107,202, registered October 21, 1997, for the service mark Stylized C; and

Registration No. 1,114,089, registered February 27, 1979, for the trademark COMPREHENSIVE; and

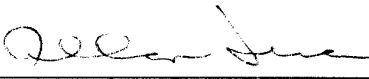
WHEREAS, on or about October 1, 1997, ~~1998~~, Assignor sold its entire right, title and interest in and to the above-identified marks and the registrations therefor, together with that part of the goodwill of the business connected with the use of and symbolized by said marks to Comprehensive Business Services, Inc., an Ohio corporation, Assignee, having a place of business at 26722 Plaza Drive, Mission Viejo, California 92690; and

WHEREAS, Assignee desires to have a recordable document evidencing said sale and to have title recorded in the name of Assignee;

NOW, THEREFORE, in consideration of the foregoing recitals and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby confirms that it has sold, assigned and transferred, and does hereby sell, assign and transfer to Assignee, the entire right, title and interest in and to the aforementioned marks and the registrations therefor, together with the part of the goodwill of the business connected with the use of and symbolized by said marks.

IN WITNESS WHEREOF, Assignor has executed this Assignment on this 17 day of June, 1998.

COMPREHENSIVE BUSINESS SERVICES, INC.

By 
Allan Fera

Title Vice President