

F

07-27-1998

HEET



MRP
7/16/98

To the Honorable Commissioner of Patents and Tr

nents or copy thereof:

100777647
NEW
7-16-98

1. Name of conveying party(ies):

AT&T Corp.
32 Avenue of the Americas
New York, NY 10013-2412

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: June 30, 1998

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

A. Trademark Application No.(s)

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

Name: Actuarial Sciences Associates, Inc.
Address: 270 Davidson Avenue
City: Somerset State: NJ ZIP: 08873

Additional name(s) and address(es) attached?
 Yes No

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

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

B. Trademark Registration No.(s)
2,018,225
2,057,742

Additional numbers attached? Yes No

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

Name Linda Pickering, Esq.
Address LOWENSTEIN SANDLER PC
65 Livingston Avenue
City Roseland State NJ ZIP 07068

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)-----\$65.00

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.

Linda Pickering
Name of Person Signing

July 10, 1998
Date

Total number of pages including cover sheet 5

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

07/24/1998 SSMITH 00000123 2018225

01 FC:481 40.00 OP
020FD:482 0542659.01 25.00 OP

TRADEMARK
REEL: 1758 FRAME: 0922

SERVICE MARK ASSIGNMENT AGREEMENT

This Service Mark Assignment Agreement, effective as of the Closing Date, is made between AT&T CORP., a New York corporation duly organized and existing under the laws of the State of New York, with an office at 32 Avenue of the Americas, New York, New York 10013-2412, United States of America (hereinafter referred to as the "Assignor") and Actuarial Sciences Associates, Inc., a Delaware corporation, having an office at 270 Davidson Avenue, Somerset, NJ 08873 (hereinafter referred to as the "Assignee").

WHEREAS, the Assignor has adopted, used, registered or applied to register in the United States certain service marks set forth in Exhibit 1 annexed hereto, including without limitation, the registrations and applications and common law marks set out in Exhibit 1 (hereinafter referred to as the "Assigned Marks"); and

WHEREAS, the Assignor wishes to transfer and assign to the Assignee, and the Assignee wishes to acquire from the Assignor, all of the Assignor's rights, title and interest in and to the Assigned Marks and all of the goodwill associated therewith, as well as all registrations and applications and other rights, including common law rights, the Assignor may have throughout the world with respect to such Assigned Marks.

NOW, THEREFORE, the Assignor and the Assignee agree as follows:

Section 1

Effective the Closing Date, and for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Assignor does hereby assign to the Assignee all of its proprietary rights and applications for proprietary rights, title and interest in and to the Assigned Marks, including without limitation, the registrations and applications and common law marks set forth in Exhibit 1, any common law rights in the Assigned Marks, the goodwill of the business relating to the Assigned Marks, and the right to sue for past infringement of the Assigned marks.

The Assignee does hereby accept this assignment.

Section 2

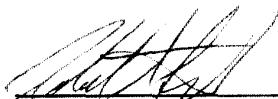
The Assignor will promptly transfer to or provide to the Assignee copies of all files relating to the use, registration of, and applications for registration of, the Assigned Marks.

Section 3

- (A) This Agreement in the form of a notarial deed is intended in original and in certified copy to be lodged with the competent domestic and foreign institutions, more particularly administrative agencies and courts, together with an application for assignment of the corresponding proprietary rights and applications for proprietary rights.
- (B) Should the lodging of this deed be insufficient for the assignment of the proprietary rights and applications for proprietary rights, both parties hereto shall immediately attend to the necessary formalities and will execute all reasonable documents necessary to effect transfer of the Assigned Marks.
- (C) The Assignee shall bear the costs arising out of or in connection with the implementation of the assignment contained herein.
- (D) Amendments hereto and amplifications hereof shall be in writing and signed by both parties.

ASSIGNOR

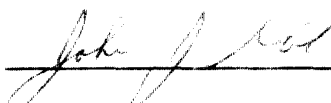
Given at Basking Ridge
New Jersey, USA
on June 30, 1998
AT&T Corp.

By: 

Name: Robert S. Feit, General
Attorney and Assistant Secretary
Trademark and Copyright Counsel
Authorized Signatory

ASSIGNEE

Accepted at Roseland, NJ, ISA
on June 30, 1998
Actuarial Sciences Associates, Inc.

By: 

Name: John J. Gish, Vice President
Title:
Authorized Signatory

Notarial Certifications

I, a Notary Public, certify that on June 30, 1998, before me personally appeared Robert S. Feit to me known to be an authorized signatory of AT&T CORP. and that he executed the foregoing Service Mark Assignment Agreement.

I attest:

Signed in:

Dated: 6-30-98

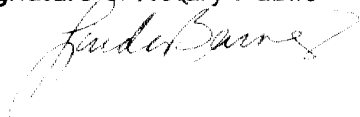
Notary Public "Official Seal"

LINDA BARNES

Notary Public of New Jersey

My Comm. Exp. Mar. 9, 1999

Signature of Notary Public



I, a Notary Public, certify that on June 30, 1998, before me personally appeared John J. Gish, to me known to be an authorized signatory of Actuarial Sciences Associates, Inc. and that he executed the foregoing Service Mark Assignment Agreement.

I attest:

Signed in:

Dated: 6-30-98

Notary Public "Official Seal"

LINDA BARNES

Notary Public of New Jersey

My Comm. Exp. Mar. 9, 1999

Signature of Notary Public



EXHIBIT 1 to Service Mark Assignment Agreement
between AT&T Corp. and Actuarial Sciences Associates, Inc.

| <u>MARK</u> | <u>COUNTRY</u> | <u>FILING DATE</u> | <u>REG. NO.</u> <u>REG. DATE</u> |
|--|----------------|--------------------|-------------------------------------|
| APC HEALTHCARE CONSULTING ALLIANCE | U.S.A. | Nov. 23, 1994 | 2018225 Nov. 19, 1996 |
| SMARTBENEFITS | U.S.A. | Mar. 31, 1994 | 2057742 Apr. 29, 1997 |

COMMON LAW MARKS
NONE