

08-14-1998



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R SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

AUG 10 1998

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): URS
8-10-98
 TASC, Inc
 55 Walkers Brook Drive
 Reading, MA 01867

Individuals Association
 General Partnership Limited Partnership
 Corporation-State - Massachusetts
 Other _____

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

2. Name and address of receiving party(ies)
 Name: Utility Marketing Services, Inc.
 Internal Address: _____
 Street Address: 8 Essex Center Drive
 City: Peabody State: MA ZIP: 01960

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Corporation-State Massachusetts
 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

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

Execution Date: _____

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) N/A

B. Trademark Registration No.(s)
LODEVIEW 1,800,485
LODESTAR 1,313,229

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Miriam J. Rovner
 Internal Address: Goodwin, Procter & Hoar LLP
 Street Address: Exchange Place
53 State Street
 City: Boston State: MA Zip: 02109

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:
07-1700
 (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.

Peter M. Green [Signature] 8/10/98
 Name of Person Signing Signature Date

08/13/1998 JSHABAZZ 00000076 1800485
 0 FC:481 40.00 OP
 02 FC:482 25.00 OP
 OMB No. 0651-0011 (exp. 4/96)

Total number of pages including cover sheet, attachments, and document: **4**

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 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 OF TRADEMARKS

Effective Date: January 1, 1996

WHEREAS, TASC, Inc., a corporation organized and existing under the laws of The Commonwealth of Massachusetts, having a place of business at 55 Walkers Brook Drive, Reading, Massachusetts 01867 (the "Assignor"), has adopted and used the trademarks (the "Marks") identified on Exhibit A hereto, and as of the Effective Date of this Assignment of Trademarks was using and was the owner of the registrations of such Marks identified on said Exhibit A in the United States Patent and Trademark Office; and

WHEREAS, UTILITY MARKETING SERVICES, INC., a corporation organized and existing under the laws of The Commonwealth of Massachusetts, having a place of business at 8 Essex Center Drive, Peabody, Massachusetts 01960 (the "Assignee"), is desirous of acquiring said Marks and the registrations thereof and all goodwill pertaining thereto, effective as of the Effective Date hereof; and

WHEREAS, the Assignor and Assignee have entered into an Asset Purchase Agreement dated as of the date set forth above (the "Asset Purchase Agreement") pursuant to which, among other things, Assignee has agreed to purchase from Assignor, and Assignor has agreed to sell to Assignee, among other things, the Marks.

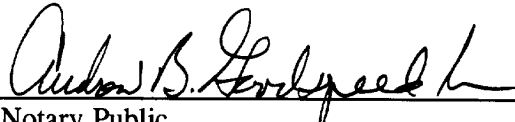
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, effective as of the Effective Date hereof and subject to the terms and conditions of the Asset Purchase Agreement, said Assignor does hereby assign, sell and transfer unto said Assignee all right, title and interest in and to the said Marks, together with (a) the registrations of said Marks, (b) the goodwill of the business symbolized by and associated with said Marks and the registrations thereof, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to said Marks or the registrations thereof or such associated goodwill.

IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal, on this 21st day of July, 1998, with effect as of the 1st day of January, 1996.

TASC, Inc.

By: Elton B. Klibanoff
Name: ELTON B. KLIBANOFF
Title: VICE PRESIDENT

On this 25TH day of JULY, 1998, before me personally appeared ELTON B. KLIDANOFF (insert name), VICE PRESIDENT (insert title) of TASC, Inc., a Massachusetts corporation, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same on behalf of the said corporation as its free act and deed.



Notary Public
My commission expires: 11/02/2002

EXHIBIT A

REGISTERED TRADEMARKS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
LODEVIEW	1,800,485	October 26, 1993
LODESTAR	1,313,229	January 8, 1985

DOCSC\634546.1

GOODWIN, PROCTER & HOAR LLP

COUNSELLORS AT LAW
EXCHANGE PLACE
BOSTON, MASSACHUSETTS 02109-2881

TELEPHONE (617) 570-1000
TELECOPIER (617) 523-1231

August 6, 1998

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

**Re: Recordation of Assignment of Trademarks
Utility Marketing Services, Inc./TASC, Inc.**

Dear Commissioner:

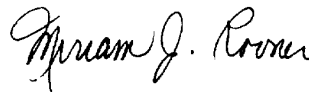
Enclosed please find the following documents for recordation:

1. Trademark recordation form cover sheet;
2. Assignment of Trademarks;
3. A check in an amount of \$65.00 to cover the recordation fees pursuant to 37 C.F.R. 3.41; and
4. A return postcard for acknowledgment of your receipt of these documents.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 07-1700.

If you have any questions regarding these documents, please call me at (617) 570-1292.

Sincerely,



Miriam J. Rovner
Senior Legal Assistant

MJR:clk

Enclosures

cc: Mr. Joseph Graziano (with enclosure)
Thomas P. Storer, P.C. (w/o enclosure)
Peter M. Green, Esq. (w/o enclosure)

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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