

MRD 10-1-98

TRADEMARKS ONLY



To the Honorable Commissioner of Patents and Trademarks: Please record the attach

100845348

1. Name of conveying party(ies):

Price Waterhouse LLP
1177 Avenue of the Americas
New York, New York 10036

MRD 10-1-98

- Individual(s)
- General Partnership
- Corporation
- Other-Delaware Limited Liability Partnership
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No
See Attached Schedule 1

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

1000 PAT - 1 PM 2:35
PwC Business Trust
1301 Avenue of the Americas
New York, New York

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other: Delaware Limited Liability Partnership

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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 16, 1998

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

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE 2

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Perla M. Kuhn, Esq.
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
(212) 837-6550

6. Total number of applications and registrations involved: 36

7. Total fee (37 CFR 3.41):.....\$915.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 08-3264

10/06/1998 SSMITH 00000014 75493107

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 875.00 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.

Name of Person Signing: Perla M. Kuhn

Signature: *Perla M Kuhn*

Date: *October 1, 1998*

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335,
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as Express Mail Certificate No. *E1827766999JS* in an envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231 on *10/1/98*

Name Elaine S. Parker

Signature *Elaine S. Parker*

Date of Signature October 1, 1998

SCHEDULE 1

Additional Conveying Party

**Coopers & Lybrand International
A Swiss Verein
1301 Avenue of the Americas
New York, New York**

SCHEDULE 2
TRADEMARKS and SERVICE MARKS
PWC BUSINESS TRUST

<u>SERIAL NO.</u>	<u>TRADEMARK/SERVICE MARK</u>	<u>CLASS</u>	<u>FILING DATE</u>
75/493,107	PRICEWATERHOUSECOOPERS	16	May 29, 1998
75/493,108	PricewaterhouseCoopers	42	May 29, 1998
75/493,109	PRICEWATERHOUSECOOPERS PWC (Stylized)	42	May 29, 1998
75/493,110	PRICEWATERHOUSECOOPERS PWC (Stylized)	9	May 29, 1998
75/493,111	PWC LOGO	35	May 29, 1998
75/493,112	PRICEWATERHOUSECOOPERS (Stylized)	9	May 29, 1998
75/493,113	PricewaterhouseCoopers	35	May 29, 1998
75/493,114	PWC LOGO	16	May 29, 1998
75/493,115	PRICEWATERHOUSECOOPERS	36	May 29, 1998
75/493,116	PWC	42	May 29, 1998
75/493,117	PRICEWATERHOUSECOOPERS PWC (Stylized)	35	May 29, 1998
75/493,119	PWC	36	May 29, 1998
75/493,120	PWC LOGO	41	May 29, 1998
75/493,121	PWC LOGO	36	May 29, 1998
75/493,125	PWC	16	May 29, 1998
75/493,128	PRICEWATERHOUSECOOPERS PWC (Stylized)	16	May 29, 1998
75/493,129	PRICEWATERHOUSECOOPERS	35	May 29, 1998
75/493,130	PRICEWATERHOUSECOOPERS (Stylized)	42	May 29, 1998
75/493,132	PRICEWATERHOUSECOOPERS (Stylized)	16	May 29, 1998
75/493,134	PricewaterhouseCoopers	9	May 29, 1998
75/493,136	PRICEWATERHOUSECOOPERS (Stylized)	41	May 29, 1998
75/493,155	PRICEWATERHOUSECOOPERS PWC (Stylized)	36	May 29, 1998
75/493,166	PWC LOGO	9	May 29, 1998
75/493,169	PRICEWATERHOUSECOOPERS	41	May 29, 1998

**SCHEDULE 2
TRADEMARKS and SERVICE MARKS
PWC BUSINESS TRUST**

75/493,170	PWC	9	May 29, 1998
75/493,171	PRICEWATERHOUSECOOPERS	9	May 29, 1998
75/493,172	PRICEWATERHOUSECOOPERS (Stylized)	35	May 29, 1998
75/493,173	PWC	35	May 29, 1998
75/493,174	PRICEWATERHOUSECOOPERS (Stylized)	36	May 29, 1998
75/493,176	PricewaterhouseCoopers	16	May 29, 1998
75/493,178	PWC	41	May 29, 1998
75/493,372	PRICEWATERHOUSECOOPERS PWC (Stylized)	41	May 29, 1998
75/493,373	PricewaterhouseCoopers	41	May 29, 1998
75/493,374	PricewaterhouseCoopers	36	May 29, 1998
75/493,486	PRICEWATERHOUSECOOPERS	42	May 29, 1998
75/493,491	PWC LOGO	42	May 29, 1998

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRADEMARK ASSIGNMENT

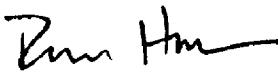
WHEREAS, Price Waterhouse LLP, a Delaware Limited Liability Partnership, having a place of business at 1177 Avenue of the Americas, New York, New York 10036 and Coopers & Lybrand International, a Swiss Verein, having a place of business at Stampfenbachstrasse 73, CH-8006, Zurich, Switzerland, has adopted, used and is using the mark that is the subject of application and registration in the United States Patent and Trademark Office as indicated on the attached schedule.

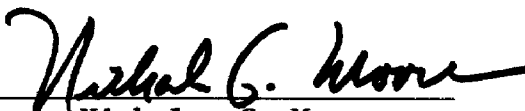
AND, WHEREAS PwC Business Trust, a Delaware business trust, having a place of business at 1301 Avenue of the Americas, New York, New York 10019, is desirous of acquiring the entire right, title and interest in and to the said marks, applications and registrations and any renewal that may be granted thereon, together with the goodwill of the business symbolized by the marks, and past common law causes of action;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Price Waterhouse LLP and Coopers & Lybrand International hereby sells, assigns and transfers unto the said PwC Business Trust, its successors and assigns, the entire right, title and interest in and to the said marks, applications and registrations and any renewals that may be granted thereon, together with the goodwill of the business symbolized by the marks and past common law causes of action.

PRICE WATERHOUSE LLP

COOPERS & LYBRAND INTERNATIONAL

By: 
Name: Ronald B. Hauben
Title: Principal

By: 
Name: Nicholas G. Moore
Title: Chairman

Dated: September 16, 1998

Dated: 9/29/98

ACKNOWLEDGEMENT

STATE OF)
) ss.:
COUNTY OF)

On this 16th day of Sept., 1998, before me personally came Ronald Hauben of PricewaterhouseCoopers, to me known and known to me to be the individual described in and who executed the foregoing instrument and duly acknowledged to me that he/she executed the same.

Marilyn Schwartz
NOTARY PUBLIC

MARILYN SCHWARTZ
Notary Public, State of New York
No 4876608 NY
Qualified in Queens County
Commission Expires November 24, 1998

ACKNOWLEDGEMENT

STATE OF)
) ss.:
COUNTY OF)

On this 29th day of September, 1998, before me personally came Nicholas G. Moore of Coopers & Lybrand International to me known and known to me to be the individual described in and who executed the foregoing instrument and duly acknowledged to me that he/she executed the same.

David L McLean
NOTARY PUBLIC

DAVID L McLEAN
Notary Public, State of New York
No. 24-4500605
Qualified in New York County
Commission Expires November 20, 1999