



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

MED
12-298

12-02-1998

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #54

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TRADEMARK

12-22-1998



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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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- Resubmission (Non-Recordation)
Document ID #
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Conveyance Type

- Assignment
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 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
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- Effective Date
Month Day Year

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Mark if additional names of conveying parties attached

Execution Date
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Name

Formerly

- Individual
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- Citizenship/State of Incorporation/Organization

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01 FC:481
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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

REEL: 1830 FRAME: 0085

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Address (line 1)

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Address (line 3)

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Correspondent Name and Address

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Name

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Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/056359"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1350963"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1718593"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Timothy P. Linkkila
Name of Person Signing

Timothy P. Linkkila
Signature

12/2/98
Date Signed

ASSIGNMENT OF TRADEMARKS

This **ASSIGNMENT OF TRADEMARKS** is made and entered into this 29th day of June, 1998, by and between The Merchandising Group, LLC, a New York limited liability company ("Assignor"), and The Mosaic Group Inc., a corporation organized under the laws of the Province of Ontario ("Assignee"). Capitalized terms used but not defined in this Agreement shall have the meanings ascribed to such terms in the Asset Purchase Agreement (defined below).

WHEREAS, pursuant to an Asset Purchase Agreement dated as of June 29, 1998 (the "Asset Purchase Agreement") by and among Assignor, Assignee and the Members of Assignor named therein, Assignee is purchasing from Assignor and Assignor is selling to Assignee all of Assignor's trademarks, trade names and service marks and registrations thereof and applications thereof, such trademarks being listed on Exhibit I attached hereto (the "Trademarks");


WHEREAS, pursuant to the Asset Purchase Agreement, Assignor desires to assign and transfer to Assignee all of its right, title and interest in and to the Trademarks and Assignee desires to acquire the same;

NOW, THEREFORE, in consideration of the foregoing, the receipt herewith of U.S. \$1.00, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, sell, transfer and set over to Assignee, its successors, legal representatives and assigns, all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of Assignor's business in connection with which the Trademarks have been used or are intended to be used, and the Purchased Assets with which the marks are or are intended to be used and all claims, if any, which may have arisen thereunder prior to the date of the Asset Purchase Agreement.

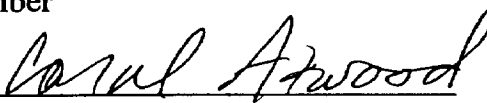
IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment of Trademarks to be executed as of the day and year first written above.

THE MOSAIC GROUP INC.

THE MERCHANDISING GROUP, LLC

By: 
Name: G. Michael Preston
Title: President

By: The Merchandising Group, Inc.
Member

By: 
Name: Carol Atwood
Title: President

[NOTARY JURAT APPEARS ON NEXT PAGE]

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On June 29, 1998, before me Karen Higgins, Notary Public
(name, title of officer, e.g., "Jane Doe, Notary Public")

personally appeared G. Michael Preston and Carl Atwood
(name(s) of signer(s))

– personally known to me – OR –
– proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity/ies, and that by his/her/their signature(s) on the instrument, the person(s), or the entity upon behalf of which person(s) acted, executed the instrument.

Witness my hand and official seal.

Karen Higgins
(Signature of Notary) MY commission expires: 5/15/03

TRADEMARKS

COUNTRY	APP./REG. NO.	DATE FILED/REG'D	TRADEMARK
Canada	Reg.No. TMA395,720	Registered: 3/13/92	TMG
Chile	App. No. 398462	Filed: 11/26/97	TMG Logo
China	App. No. 970033838	Filed: 4/15/97	TMG Logo
China	App. No. 970033839	Filed: 4/15/97	TMG Logo
European Community	App. No. 337857	Filed: 8/13/96	TMG and Design
Mexico	Reg. No. 415160	Registered: 6/1/92	TMG
United Kingdom	Reg. No. B1395924	Registered: 1/31/92	THE MARKETING GROUP and Design
United States	App. No. 75/056,359	Filed: 2/12/96	TELEVISIT
United States	Reg. No. 1,718,593	Registered: 9/22/92	TMG
United States	Reg. No. 1,350,963	Registered: 7/23/85	TMG