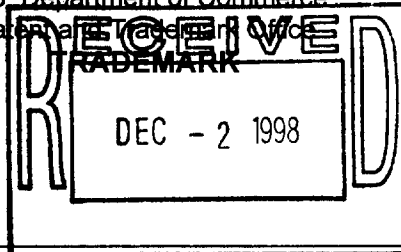


12-22-1998

U.S. Department of Commerce
Patent and Trademark Office



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
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Conveyance Type

- Assignment
 - License
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1) GDE

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
 - Citizenship/State of Incorporation/Organization
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document attached. from Assignment.)

12/21/1998 DNGUYEN 00000141 1350963

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01 FC:481 40.00 OP
02 FC:482 50.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice.

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

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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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)

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. Linkka
Name of Person Signing

Timothy P. Linkka
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 Mosaic Group Inc., a corporation formed under the laws of the Province of Ontario ("Assignor"), and Mosaic Group (US) Inc., a corporation formed under the laws of the State of Delaware ("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).

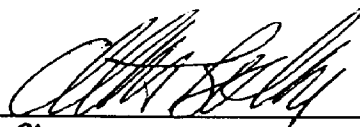
WHEREAS, pursuant to an Asset Purchase Agreement dated as of the date hereof (the "Asset Purchase Agreement") by and between Assignor and Assignee is purchasing from Assignor and Assignor is selling to Assignee all of Assignor's trademarks, trade names and service marks and registrations thereof and applications thereof, including those trademarks set forth on Schedule 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 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 this Assignment.

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

MOSAIC GROUP INC.

By: 
Name: Clint Becker
Title: Vice President, Finance

MOSAIC GROUP (US) INC.

By: 
Name: Ben Koak
Title: Chief Financial Officer

[NOTARY JURAT APPEARS ON NEXT PAGE]

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

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

personally appeared Ben Kook and Clint Becker
(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: 05/15/03

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