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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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Documents and Trademarks: Please record the attached original documents or copy thereof.

U.S. Patent & TMO/TM Mail Rcpt Dt. #5

1. Name

Phoenix Home Life Mutual Insurance Company

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

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

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

Name: WorkPlus.com inc.

Internal Address: Suite 1802

Street Address: 111 Founders Plaza

City: East Hartford State: CT ZIP: 06108

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DE
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 31, 1998

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

A. Trademark Application No.(s)

75/406533

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Sharon Kowal Freilich, Esq.
Sorokin, Gross & Hyde, P.C.

Internal Address: 17th Floor

One Corporate Center

Hartford, CT 06103

Street Address: _____

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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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.

RICHARD SHAW

Name of Person Signing

[Signature]

Signature

2/8/99

Date

Total number of pages comprising cover sheet: _____

TRADEMARK

REEL: 1868 FRAME: 0466

ASSIGNMENT

WHEREAS, Phoenix Home Life Mutual Insurance Company, a New York life insurance company, with its principal place of business at One American Row, Hartford, Connecticut, 06102-5056, ("Assignor"), has adopted, owns and is using the mark WORKPLUS (the "Mark") in connection with, among other services, the following: employee benefit information services through the provision of an on-line computer database available to employees of participating employers for accessing information and services relating to insurance, investment, credit, banking, tax preparation and other financial information services; and

WHEREAS, Assignor has applied to register the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the above-described services, Application Serial No. 75\406533 filed on December 17, 1997 (the "Application"); and

WHEREAS, WorkPlus.com inc., a Delaware corporation f/k/a/ WPC Acquisition Co., Inc. with its principal place of business at 111 Founders Plaza - Suite 1802, East Hartford, Connecticut, 06108 ("Assignee"), desires to acquire the Mark and the Application.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all of its right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the pending Application.

PHOENIX HOME LIFE MUTUAL INSURANCE COMPANY

By: *J. H. Beers*
Name: John H. Beers
Title: Vice President
Dated: December 31, 1998

State of Connecticut)
County of Hartford) ss. Hartford

On this 31st day of December, 1998, before me appeared John H. Beers, who acknowledged himself/herself to be a Vice President of Phoenix Home Life Mutual Insurance Company, and that he/she as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as Vice President.

IN WITNESS WHEREOF I hereunto set my hand.

Noreen M. O'Connell
Notary Public

Date Commission Expires: _____

NOREEN M. O'CONNELL
NOTARY PUBLIC
MY COMMISSION EXPIRES SEP. 30, 2003