



03-18-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #61

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U.S. Department of Commerce
Patent and Trademark Office

Trademarks: Please record the attached original

1. Name of conveying party(ies)
EPS Solutions Corporation

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

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

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

Execution Date: March 16, 1999

2. Name and address of receiving party(ies):
Name: Enterprise Profit Solutions Corporation
Internal Address: Enterprise Profit Solutions Corporation
Street Address: 695 Town Center Drive, Suite 400
City: Costa Mesa State: CA Zip 92626

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional Name(s) & address(es) attached:
 Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s): See Attached Schedule A B. Trademark Registration No.(s): See Attached Schedule A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:
Name: Andrea Sloan Pink
Internal Address: Gibson, Dunn & Crutcher
Jamboree Center
Street Address: 4 Park Plaza
City Irvine State: CA Zip 92614

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41): \$ 440.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(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.

Andrea Sloan Pink Andrea Sloan Pink 3/17/99
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 5

OMB No. 0651-0011

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Mail documents to be recorded with required cover sheet information to:
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OA990500.185/5+

TRADEMARK
REEL: 1879 FRAME: 0048

SCHEDULE A

**EPS SOLUTIONS CORPORATION
LIST OF ACQUIRED REGISTERED TRADEMARKS AND SERVICEMARKS**

<u>Patent, Trademark</u>	<u>Reg. No. or Serial No.</u>
ENTERPRISE PROFITSOURCE	75/561107
EPS SOLUTIONS (words)	75/590946
EPS SOLUTIONS (logo)	75/606573
DHR	1,904,587
FDSI OUTSOURCED LOGISTICS	1,782,961
FDSI	1,776,793
LIFELINE	1,791,875
LEASESCAN	1,791,829
RECOVRE	2,022,969
Mobility Services International	2,145,144
Movelink	2,053,341
Trans-Audit	1,835,654
ProMax	1,829,002
Homebase	75/450563
Mobility Services International	75/052695
MSI Logistics	74/490746
WorldSource	75/040605

OA990430.085/3+

TRADEMARK ASSIGNMENT

This ASSIGNMENT, effective December 15, 1998, is made from EPS Solutions Corporation, a Delaware corporation, whose principal place of business is 695 Town Center Drive, Suite 400, Costa Mesa, CA 92626 (hereinafter "Assignor"), to Enterprise Profit Solutions Corporation, a Delaware corporation whose principal place of business is 695 Town Center Drive, Suite 400, Costa Mesa, CA 92626 (hereinafter "Assignee").

WHEREAS, Assignor is the owner of the trademark(s), and the U.S. trademark registration(s)/application(s) therefor (hereinafter the "Mark(s)") listed in schedule A attached hereto;

WHEREAS, Assignor and Assignee have entered into that certain Contribution Agreement, dated December 15, 1998, pursuant to which Assignor has sold to Assignee certain assets as defined therein;

WHEREAS, the assets include all rights, title and interest in and to the Mark(s), together with the good will of the business pertaining thereto.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the Mark(s), and the registrations and applications therefor, together with the good will of the business pertaining thereto.

EPS SOLUTIONS CORPORATION

Dated: _____

By Mark Coleman

Name: Mark Coleman

Title: SUP. CFO

OA990500.143/1+

<u>Patent, Trademark</u>	<u>Reg. No. or Serial No.</u>
MSI Logistics	74/490746
WorldSource	75/040605

OA990430.085/3+