

TRADEMARKS ONLY

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Handwritten: Mar 10/15/99

To the Honorable Commissioner of Patents and Trademarks
Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Coopers & Lybrand
1 Embankment Place
London WC2N 6NN England

Entity:

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

3. Interest Conveyed:

- Assignment Change of Name
- Security Agreement Merger
- Other - Request for Correction of Error in Document Recorded on February 28, 1997, at Reel/Frame 1558/0734

Execution Date -

2. Name and Address of Party(ies) receiving an interest:

Name: OC&C Strategy Consultants Limited
Address: 65 Kingsway, London WC2B 6TD, England

Entity:

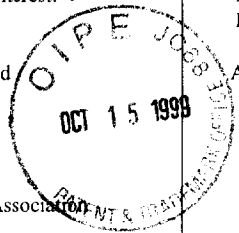
- Individual(s) Association
- Corporation -United Kingdom General Partnership Limited Partnership
- Other

Citizenship

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)



10-19-1999



101174588

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,042,161

5. Please mail documents back to:

Paul W. Kruse
Pillsbury Madison & Sutro LLP
1100 New York Avenue, N.W.
Washington, D.C. 20005-3918

6. Number of applications and registrations involved: 1

7. Amount of fee enclosed: \$ _____

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 11765 / 201675.
C# M#

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.

Handwritten signature

0/18/1999 MTHAI1 00000261 2042161

FC:481 Signature 40.00 OP

Attorney: Paul W. Kruse
Date: October 15, 1999
Atty/Sec: PWK:teh

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)

5

Tel: (202) 861-3613
Fax: (202) 822-0944

ASSIGNMENT

WHEREAS, Coopers & Lybrand, a partnership organized under the laws of the United Kingdom, having its principal place of business at 1 Embankment Place, London WC2N 6NN, England, (hereinafter "Assignor"), has adopted and used and is the owner of the service mark OC&C for business management analysis and consulting services; business project management and advice for others; personnel management; recruitment and consultation; accounting, account auditing, tax consultation; business planning consultation, all in Class 35, and financial analysis, consultation and management; investment, actuarial, pension plans and trust consultation services, all in Class 36, and has applied to register said service mark with the United States Patent and Trademark Office under Application Serial No. 74/420,062;

WHEREAS, OC&C Strategy Consultants Limited, a company organized and existing under the laws of the United Kingdom, having its principal place of business at 65 Kingsway, London WC2B 6TD, England, (hereinafter "Assignee"), desires to acquire the entire right, title and interest in and to said service mark OC&C, together with the good will of the business symbolized thereby and said application therefor.

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledge, Assignor does hereby sell, assign, and transfer to said Assignee, and its successors and assigns, the entire right, title and interest in and to

said service mark OC&C, together with the good will of the business symbolized by said service mark, the application therefor which is pending in the United States Patent and Trademark Office under Application Serial No. 74/420,062, and the service mark registration which will result therefrom, and together with all rights of action accrued and to accrue under and by virtue thereof, including the right to sue and recover for past infringement of said service mark.

COOPERS & LYBRAND

By: W.F. Rooker
(Signature)

Name: WILLIAM FREDERICK ROOKER

Title: General Partner

Date: 1 August 1997

Reg. No. 2,042,161

punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the registration.

In the event that the attached fee is inadequate, please charge any excess fee to our Deposit Account No. 03-3975, Order No. 11765/201675.

COOPERS & LYBRAND

By: *self*
Name: WILLIAM FREDERICK ROOPE
Title: GENERAL PARTNER
Date: 1 Aug 1997

Submitted by
Sheldon H. Klein, Esq.
Paul W. Kruse, Esq.
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