

12-17-1999

FORM PTO-1594

RECORDED



US DEPARTMENT OF COMMERCE

Patent and Trademark Office

12-9-99

101225545

To the Honorable Commissioner of Patents and Trademarks: Please receive two original documents or copy thereof.

1. Name of Conveying party(ies):
The Rubicon Consulting Group International, Inc.

- Individual(s)
- General Partnership
- Corporation: State of ~~Delaware~~ California
- Other
- Association
- Limited Partnership

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

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

Execution Date: August 6, 1999

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

Name: PricewaterhouseCoopers
Internal Address:
Street Address: 1301 Avenue of the Americas
City: New York State: NY Zip: 10105

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership Limited Liability Partnership
- Corporate-State
- 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) & addresses attached? Yes No

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s) 1,657,592
1,659,089
2,141,918

Additional sheet attached? Yes No

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

Name: Karen B. Crockett, Esq.
Internal Address: Suite 360D
Street Address: 555 California Street
City: San Francisco State: CA Zip: 94104

6. Total number of applications and registration involved: 3

7. Amount of fee ((37 CFR 3.41): \$ 90.00
 Enclosed Authorized to be charged

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.

Karen B. Crockett
Name of Person Signing

Karen B. Crockett
Signature

12-6-99
Date

12/16/1999 DNGUYEN 00000147 1657592

01 FC:481
02 FC:482

(40.00 OP
50.00 OP)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington D.C. 20503.

ASSIGNMENT

WHEREAS, The Rubicon Consulting Group International, Inc. ("Assignor"), a corporation organized under the laws of the State of California, represents and warrants that it owns, has adopted, used, and is using, the marks set forth in the attached schedule A (hereinafter the "Marks"); and

WHEREAS, Assignor desires to assign and transfer any and all right, title and interest that it has in, to and under the Marks, all applications, registrations and common law rights therein, and any and all goodwill associated therewith, to PricewaterhouseCoopers, LLP, ("Assignee"), a Limited Liability Partnership organized under the laws of the State of Delaware; and

WHEREAS, Assignee, desires to acquire any and all right, title and interest that Assignor, has in, to and/or under the Marks, all applications, registrations and common law rights therein, and any and all goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, and transfer to Assignee, its successors and assigns, all of its right, title, and interest, in the United States of America and all foreign countries, in, to and/or the Marks, all applications, registrations and common law rights therefor and thereto, together with any and all of the goodwill of the business symbolized by and associated with the Marks, and all income, royalties, fees, damages, and payments now or hereafter due or payable in respect thereto, and in and to any and all causes of action (either in law or in equity), and the right to enforce any rights and file any causes of action, including the right to recover damages, for any past, present, or future infringement or misappropriation of any of the Marks and any other rights assigned to Assignee under this Assignment.

Assignor hereby agrees to execute, acknowledge and deliver any and all documents as may be reasonably necessary or desired by Assignee to make a record with any and all government agencies, authorities, courts, tribunals, or third parties, of the fact that Assignee owns all right, title and interest in, to and/or under the Marks, and any and all goodwill associated therewith, that Assignor no longer has any right, title or interest, of any kind or nature, in or to the Marks, and/or any variation thereof.

WHEREFORE, Assignor and Assignee have caused this Assignment to be duly executed below, on the date indicated, by their respective duly authorized officers.



SCHEDULE A

1. Mark: THE ACCELERATED TRANSITION
U.S. Registration No. 1,657,592
2. Mark: PROFILE-LINK
U.S. Registration No. 1,659,089
3. Mark: DIALOG SYSTEMS
U.S. Registration No. 2,141,918
4. Mark: VALUE LINK
5. Mark: VALUE DRIVER ANALYSIS
6. Mark: PRIORITY LINK
7. Mark: TIMEBANK
8. Mark: ORGANIZATION LINK
9. Mark: STYLE LINK
10. Mark: REWARD LINK
11. Mark: VALUE CREATION INCENTIVE PLAN
12. Mark: COMMUNICATION LINK



ASSIGNOR:

THE RUBICON CONSULTING GROUP, INC.

9/24/99

Date

By:

Title:

President

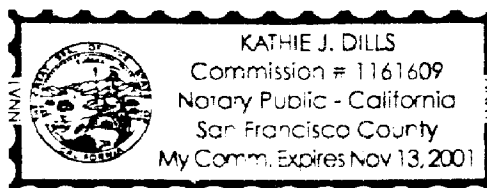
State of (California)
) SS
County of (San Francisco)

On this 24th day of September, 1999, before me, a Notary Public in
and for the City of San Francisco, in the State of California, personally appeared Michael F. Spratt,
, to me ~~known~~ ^{known} to be the President of The Rubicon Consulting Group, Inc., and being
duly sworn, averred that, being duly authorized, he executed the foregoing Assignment as the
free act and deed of said corporation.

Kathie J. Dills

Notary Public

My commission expires: 11/13/2001



MS