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02-10-2000

Tab: 01-13-2000



To the U.S. Patent & TMO/TM Mail Rpt Dt. #61 and

101264838

al documents or copy thereof.

1. Name of conveying party:  
THE ARTICULATE GROUP LLC *PWD 1.13.00*

Individual(s)                       Association  
 General Partnership    Limited Partnership  
 Corporation  
 Other \_\_\_\_\_

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

2. Name and address of receiving party:  
ARTICULATE SOLUTIONS LIMITED  
Sheppard's Farm  
Draycott Foliat  
Chiseldon  
Swindon  
Wiltshire  
SN4 OHX

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation  
 Other an English company

3. Nature of Conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: December 31, 1998

If assignee is not domiciled in the United States, a domestic representative designator is attached:               Yes    No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?    Yes    No

4. Application numbers listed below

A. Trademark Application Nos.  
75/602,504; 75/873,557

Additional numbers attached?    Yes    No

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

Name: GLENN A. GUNDERSEN  
 DECHERT, PRICE & RHOADS  
 4000 BELL ATLANTIC TOWER  
 1717 ARCH STREET  
 PHILADELPHIA, PA. 19103-2793  
 TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: \_

7. Total fee (37 CFR 3.41) .....\$65.00  
 Enclosed  
 Authorized to be charged to deposit account  
 (Including any underpayment)

8. Deposit account number: 04-0475  
 (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.

Terence A. Dixon  
 Name of Person Signing

*[Signature]*  
 Signature

January 13, 2000  
 Date

Total number of pages including cover sheet, attachments, and document: 7

02/10/2000 TTON11 00000125 040475 75602504  
 01 FC:481 40.00 CH  
 02 FC:482 25.00 CH

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents & Trademarks, Box Assignments  
 Washington, D.C. 20231

ASSIGNMENT OF TRADEMARKS

STATE OF :  
COUNTY OF : ss.  
:

WHEREAS, THE ARTICULATE GROUP LLC ("Assignor"), a Delaware corporation with offices at Lewis, Delaware, has adopted, used and is using the service marks shown in Schedule A hereto in its business;

AND WHEREAS, ARTICULATE SOLUTIONS LIMITED ("Assignee"), an English company with offices at Sheppard's Farm, Draycott Foilat, Chiseldon, Swindon, Wiltshire, SN4 OHX, has on this date acquired from Assignor certain assets used in Assignor's business and is desirous of acquiring the service marks shown in Schedule A hereto and any other trademarks, service marks and trade names used in such business (collectively, the "Trademarks"), the registrations and applications for registration of the Trademarks shown in Schedule A and any other registrations and applications for registration of the Trademarks, and the goodwill of the business symbolized by the Trademarks.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademarks, together with the registrations and applications for registration of the Trademarks shown in Schedule A, any other registrations and applications for registration of the Trademarks, in and to all income, royalties, damages and payments now or hereafter due or payable with respect thereto and in and to all rights of action arising from the Trademarks, all claims for damages by reason of past, present and future infringement of the Trademarks and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made, and the goodwill of the business symbolized by the Trademarks.

Dated effective as of:

THIRTY FIRST of DECEMBER, 1998.

THE ARTICULATE GROUP LLC  
(Name of Corporation)

(Signature)

Richard M. S. Blair  
(Printed Name)

PRESIDENT  
(Title)

SUBSCRIBED and SWORN to before me this, SIXTH of JANUARY, 2000.

(Notary Public)

Alexander Nathaniel Gerver  
Solicitor & Notary Public  
39 Castle Street  
EDINBURGH  
EH2 3BH

**SCHEDULE A**

**THE ARTICULATE GROUP LLC**

**U.S. Trademarks**

<u>Mark</u>	<u>Serial No.</u>
ALL-HOTELS	75/602,504
ALL-HOTELS.COM	75/873,557