

MRD

02-24-2000



U.S. Department of Commerce
Patent and Trademark Office

1-24-00

101273720
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Bankers Trust Corporation

- Individual(s)
- General Partnership
- Corporation-State New York
- Other

- Association
- Limited Partnership

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

2. Name and Address of receiving party(ies)

Name: Operational Risk, Inc.

Address: 130 Liberty Street
New York, New York 10006

- 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
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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OPR/FINANCE

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 3, 1999

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

A. Trademark Application No.(s)

75/650,275 and 75/650,277

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Thomas Kjellberg, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$65.00

- Enclosed
- Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(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.

THOMAS KJELLBERG

Name of Person Signing

Thomas Kjellberg
Signature

1/14/00
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

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11 FC:481 40.00 OP
12 FC:482 25.00 OP

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TRADEMARK
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BILL OF SALE AND ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, the undersigned Bankers Trust Corporation ("BTC") has agreed to purchase certain shares of the Series A Preferred Stock, \$0.01 par value, of Operational Risk, Inc. (the "Corporation"); and

WHEREAS, in payment of the purchase price for such shares, BTC wishes to transfer certain assets to the Corporation;

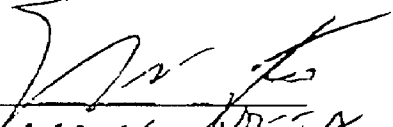
NOW, THEREFORE, BTC has assigned, transferred, set over and delivered, and by these presents does assign, transfer, set over and deliver unto the Corporation, its successors and assigns, as of the date hereinbelow provided, all of BTC's right, title and interest in all of the tangible personal property identified in Schedule 1 attached hereto, AS IS, WHERE IS, with all faults and without recourse, and with no warranties, express or implied.

TO HAVE AND TO HOLD the same unto the Corporation, its successors and assigns, absolutely and forever.

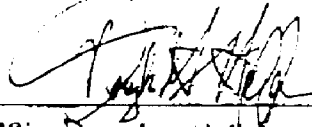
It is agreed that this instrument and the assignment and transfer of the personal property and chattels hereinabove described shall be effective on and as of the date hereof.

IN WITNESS WHEREOF, BTC and the Corporation have caused these presents to be executed as of this 3 day of June, 1999.

BANKERS TRUST CORPORATION

By: 
Name: George Nossia
Title: VICE CHAIRMAN OF THE BOARD

OPERATIONAL RISK, INC.

By: 
Name: Douglas Hoffmann
Title: Chairman & CEO

[signature page to Bill of Sale and Assignment from BTC to ORI]

Schedule 1

1. The software products and source codes known as "The ORCA Solution," an integrated, web-based suite of products for use in solving operational risk problems.
2. The trademarks "Operational Risk" and "The ORCA Solution."
3. A copy of the database of external operational losses experienced in financial services and related industries, developed by Bankers Trust Company, that is designed to work in conjunction with The ORCA Solution.

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** TOTAL PAGE: 04 **
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RECORDED: 01/24/2000

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