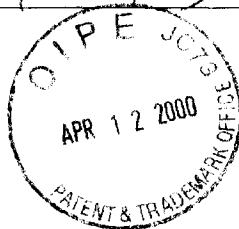


04-13-00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



04-28-2000

Commerce
ark Office
.RK



101338087

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

4.12.00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____

Merger

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year _____

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA _____

Composed of _____

Address (line 1)

Address (line 2) _____

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

04/27/2000 DNGUYEN 00000256 75495734

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
25.00 DP

4/27/2000 DNGUYEN
Name/Number: 75495734
\$15.00 CR

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See 5 CFR 1320.31. Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002061 FRAME: 0729

Domestic Representative Name and Address

Enter for the first Receiving Party only.

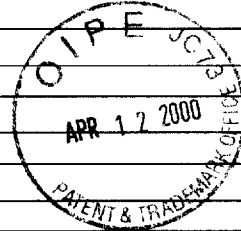
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

617-248-5000

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/495734"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/495733"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Steven M. Smith
Name of Person Signing

Signature

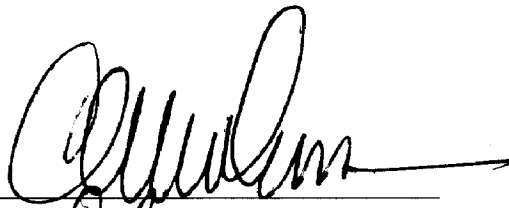
April 12, 2000
Date Signed

ASSIGNMENT OF SERVICE MARKS

For good and valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged, The Governance Institute, a California corporation (hereinafter "Assignor") hereby sells, assigns, delivers and sets over to TGI Group, LLC, a Delaware limited liability company (hereinafter "Assignee"), its successors, legal representatives and assigns, the entire right, title and interest of Assignor in and to the service marks: "THE GOVERNANCE INSTITUTE & GAVEL DESIGN" and "THE GOVERNANCE ONE HUNDRED & GAVEL DESIGN" (the "Marks"), together with the goodwill of the business in connection with which the aforesaid Marks had been used, and all applications for registration thereof, in the United States (including U.S. Serial No. 75/495734 and U.S. Serial No. 75/495733 both filed May 31, 1998) and all other countries, including any renewals and extensions of the applications for registration that are or may be secured under the laws of the United States and all other countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by the Assignor if the assignment and sale had not been made; together with all income, royalties or payments due or payable as of the effective date of this agreement or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives. Assignor requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner thereof.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed, all effective as of this 3rd day of April, 2000.

THE GOVERNANCE INSTITUTE

By: 
Title: Chairman

STATE OF California
COUNTY OF San Diego, ss.

Before me this 3rd day of April, 2000, personally appeared Charles Ewell, Chairman known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he/she executed the same as his/her free act and deed.

NOTARY PUBLIC



My Commission Expires: 12/7/00

