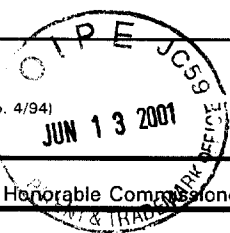


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06-21-2001



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To the Honorable Commissioner of Patents & Trademarks

original documents or copy thereof.

1. Name of conveying party(ies):

Charter Research Corporation

- Individual(s)
- General Partnership
- Corporation - New York
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

6.13.01

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

Execution Date: May 31, 2001

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

Name: **The McGraw-Hill Companies, Inc.**

Address: **1221 Avenue of the Americas
New York, New York 10020**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- New York
- 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

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

A. Trademark Applications

Mark

Serial No.

SEE ATTACHED SCHEDULE A

B. Trademark Registrations

Mark

Reg. No.

SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

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

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

EXPRESS MAIL CERTIFICATE

Date 6/13/01 Label No. EL 706743164-05

I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41):.....\$240.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 04-0100

(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.

Karin F. Segall
Name of Person Signing

Signature

June 13, 2001
Date

06/20/2001 TDIAZ1 00000082 Total number of pages including cover sheet, attachments, and document:

3

01 FC:481 40.00 DP
02 FC:482 200.00 DP

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

SCHEDULE A**TRADEMARK REGISTRATIONS**

| <u>TRADEMARK</u> | <u>REG. NO.</u> | <u>REG. DATE</u> |
|--------------------------------------|------------------------|-------------------------|
| CHARTER RESEARCH | 2,096,647 | 09-16-97 |
| CONQUEST | 2,162,664 | 06-02-98 |
| GET A BETTER HANDLE ON THE FUTURE | 2,246,068 | 05-18-99 |
| CONQUEST & DESIGN | 2,262,560 | 07-20-99 |
| LIQUID | 2,394,473 | 10-10-00 |
| CREDIT-DRIVEN ANALYSIS | 2,394,476 | 10-10-00 |

TRADEMARK APPLICATIONS

| <u>TRADEMARK</u> | <u>SERIAL NO.</u> | <u>FILING DATE</u> |
|-------------------------|--------------------------|---------------------------|
| PROCEEDS | 75/795,645 | 09--8-99 |
| PROFILE | 76/107,138 | 08-10-00 |
| PROFILE | 76/109,077 | 08-14-00 |

TRADEMARK ASSIGNMENT NUNC PRO TUNC

WHEREAS, **Charter Research Corporation**, a corporation organized and existing under the laws of Massachusetts, having a business address of 2 Oliver Street, Boston, Massachusetts, hereinbelow called "Assignor," owned and has used in its business certain trademarks, trademark application and trademark registrations, as shown on the attached Schedule A:

and;

WHEREAS, **The McGraw-Hill Companies, Inc.**, a corporation organized and existing under the laws of the State of New York, and having a place of business at 1221 Avenue of the Americas, New York, New York 10020, , hereinbelow called "Assignee," is desirous of acquiring the entire right, title and interest in and to the said trademarks, trademark applications and trademark registrations and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith;

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor did effective February 13, 2001 sell, assign and transfer the entire right, title and interest in and to said trademarks, trademark applications and trademark registrations therefor to said Assignee, and does hereby assign said trademarks, trademark applications and trademark registrations therefor and any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof nunc pro tunc as of February 13, 2001.

CHARTER RESEARCH CORPORATION

Dated: 5/31/01

By: 

Name: MICHAEL ERVINSKI
Title: Chief Executive Officer