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To the Honorable Commissioner of P.

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hed original documents or copy thereof.

1. Name of conveying party(ies): *08/20/01*
TOWERS PERRIN FORSTER & CROSBY, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation -Pennsylvania
 Other _____

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

2. Name and address of receiving party(ies):
TOWERS PERRIN CAPITAL CORP.
 300 Delaware Avenue
 3rd Floor
 Suite 345
 Wilmington, Delaware 19801 *AUG 20*

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation -Delaware
 Other _____

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 11, 2001

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)
N/A

B. Trademark Registration No.(s)
(see attached schedule)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: GLENN A. GUNDERSEN
 DECHERT
 4000 BELL ATLANTIC TOWER
 1717 ARCH STREET
 PHILADELPHIA, PA. 19103-2793

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41)\$165.00
 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)

09/05/2001 DBYRNE TEL. NO. (215) 894-2183 *06000180 040475 1911210*

01 FC:481 40.00 CH
02 FC:482 125.00 CH

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.

Glenn A. Gundersen
 Name of Person Signing

Signature

August 15, 2001
 Date

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

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

SCHEDULE A

TOWERS, PERRIN, FORSTER & CROSBY, INC.

U.S. Trademarks

| <u>Mark</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|------------------------------------|-------------------------|--------------------------|
| TAS TILLINGHAST ACTUARIAL SOFTWARE | 1,911,210 | 15-Aug-1995 |
| TILLINGHAST | 1,635,335 | 19-Feb-1991 |
| TILLINGHAST (stylized) | 1,633,777 | 05-Feb-1991 |
| TILLINGHAST'S WISDOM & Design | 1,959,681 | 05-Mar-1996 |
| TOWERS PERRIN | 1,620,321 | 30-Oct-1990 |
| TOWERS PERRIN (stylized) | 1,617,851 | 16-Oct-1990 |

ASSIGNMENT OF TRADEMARKS

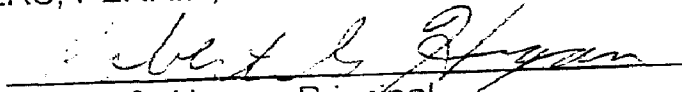
WHEREAS TOWERS, PERRIN, FORSTER & CROSBY, INC., a Pennsylvania corporation with offices at Centre Square East, 1500 Market Street, Philadelphia, Pennsylvania 19102-4790 ("Assignor"), has adopted, used and is using in its business the trade name TOWERS, PERRIN, FORSTER & CROSBY, the trademarks and service marks TOWERS PERRIN and TILLINGHAST (the "House Marks"), various other marks which incorporate the House Marks (the "Formative Marks"), the logotypes and designs used in connection with the House Marks and Formative Marks (the "Logotypes") (collectively, the "Marks"), and the U.S. registrations and applications for registration of the Marks set forth on Schedule A (the "Registrations");

AND WHEREAS TOWERS PERRIN CAPITAL CORP., a Delaware corporation with offices at 300 Delaware Avenue, 3rd Floor, Suite 345, Wilmington, DE 19801 ("Assignee"), wishes to acquire the Marks and Registrations, and the goodwill of the business symbolized by the Marks;

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 Marks and Registrations, in and to all rights of action arising from the Marks, all claims for damages by reason of past, present and future infringement of the Marks 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 Marks.

Dated: July 11, 2001

TOWERS, PERRIN, FORSTER & CROSBY, INC.

By: 
Robert G. Hogan, Principal

SCHEDULE A

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