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RECORDATION FORM COVER
TRADEMARKS C

02-06-2002



COMMERCE
ademark Office

101973798

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

1. Name of conveying party(ies):
PRICEWATERHOUSECOOPERS LLP.
1301 Avenue of the Americas
New York, New York 10019

1-17-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
State of Delaware
- Corporation -
- Other

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

3. Nature of conveyance:

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

Execution Date: January 1, 2002

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

Name: EBS ACQUISITION CORP.
 Street Address: One Mellon Center
 City: Pittsburgh State: Pennsylvania ZIP: 15258

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State of Pennsylvania
- 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) and address(es) attached? Yes No

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

A. Trademark Application No.(s) B. Trademark Registration No.(s)
76/336,581

Additional numbers attached? Yes No

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

Name: David W. Opperbeck, Esq.
 Internal Address: McCarter & English, LLP
4 Gateway Center

Street Address: 100 Mulberry Street

City: Newark State: New Jersey ZIP: 07101

6. Total number of applications and registrations involved: [1]

7. Total Fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account.)

501402

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DO NOT USE THIS SPACE

9. Statement and Signature.

To the best of your knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David W. Opperbeck
 Name of Person Signing

Signature

January 16, 2002
 Date

Total number of pages comprising cover sheet: [4]

ASSIGNMENT OF TRADEMARK AND GOODWILL

This Assignment is made effective as of the January 1, 2002, from PricewaterhouseCoopers LLP, a Delaware limited liability partnership with offices at 1301 Avenue of the Americas, New York, New York 10019 ("Assignor") to EBS Acquisition Corp., a Pennsylvania corporation, of One Mellon Center; Room 4826, Pittsburgh, Pennsylvania 15258 ("Assignee").

WHEREAS, Assignor is the owner of the United States trademark application listed and/or described on Schedule A attached hereto and made a part hereof (such trademark under application, the "Mark");

WHEREAS, Assignee is desirous of acquiring all of Assignor's right, title and interest in and to the Mark; and

WHEREAS, Assignor has agreed to assign the Mark to Assignee.

NOW THEREFORE, for the sum of one dollar (\$1.00), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, grant and convey to Assignee the entire right, title and interest of Assignor in the Mark, and all resulting registrations with respect to same, as well as the goodwill of the business symbolized by the Mark and the right to sue and to recover all damages and other appropriate relief for all past infringement of the Mark. Assignor will execute any and all further documents necessary to transfer to Assignee title in and to the Mark.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment on the day and year first above written.

PricewaterhouseCoopers LLP

By: *Chris Simmons*
Name: Chris Simmons
Title: Corporate Development Partner

Schedule A

Trademark Application in the Name of PricewaterhouseCoopers LLP

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
PEOPLEOCITY	76/336,581	November 11, 2001