

02-19-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101984868

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

1. Name of conveying party(ies): 1-31-02
Colonial Asset Management, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Blue Ridge Capital, L.L.C.
Internal
Address: _____
Street Address: 660 Madison Avenue
City: New York State: NY Zip: 10021
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other limited liability company
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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January 2, 2002

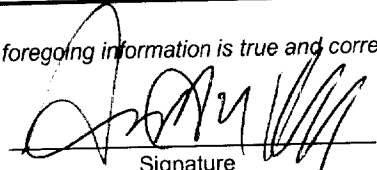
4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,293,289
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Scott M. Kareff
Internal Address: Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022
Street Address: _____
City: _____ State: _____ Zip: _____

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
500675
(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.
Scott M. Kareff  January 14, 2002
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 7

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

02/15/2002 6TON11 00000087 500675 2293289
01 FC:481 40.00 CH

TRADEMARK
REEL: 002444 FRAME: 0652

TRADEMARK ASSIGNMENT

WHEREAS COLONIAL ASSET MANAGEMENT, INC., a corporation duly organized and existing under the laws of the State of South Carolina ("Assignor"), and Blue Ridge Advisors, Inc. ("Blue Ridge Advisors") are parties to that certain Purchase Agreement dated as of March 30, 1999, that certain Letter of Agreement dated March 31, 1999 and certain other undocumented understandings pursuant to which Assignor purchased the entirety of Blue Ridge Advisors' business relationship with the Blue Ridge Funds Trust and the Blue Ridge Total Return Fund, including the right to use the BLUE RIDGE FUNDS mark in connection with the purchased business (the "Blue Ridge Advisors/Colonial 1999 Transactions");

WHEREAS, Blue Ridge Advisors and Colonial maintain that the Blue Ridge Advisors/Colonial 1999 Transactions conveyed to Colonial a license to use (rather than ownership of) the BLUE RIDGE FUNDS mark and all derivations thereof;

WHEREAS, Assignor discontinued operations of the Blue Ridge Total Return Fund in June 2001 and does not intend to use the BLUE RIDGE designation in the future;

WHEREAS, Assignor and Assignee wish to avoid all doubt as to Assignor's right, title and interest (if any) in and to the Trademarks (as defined below);

WHEREAS, Assignor wishes to convey all of its right, title and interest (if any) in and to the trademarks, service marks and trade names, and any applications and registrations therefor, as set forth in the attached Schedule A, and all common law rights to such marks and all of the goodwill of the business symbolized thereby and associated therewith (all collectively, the "Trademarks"); and

WHEREAS BLUE RIDGE CAPITAL, L.L.C., a New York limited liability company ("Assignee"), wishes to acquire all of Assignor's right, title and interest (if any) in and to the Trademarks together with the goodwill of the business symbolized thereby and the entire business and/or portion thereof to which the Trademarks pertain, and Assignor wishes to assign same to Assignee; and

WHEREAS Assignor and Assignee are parties to that certain Trademark Settlement Agreement effective as of January 2, 2002, which provides, among other things, for the acquisition by Assignee of all of Assignor's right, title and interest (if any) in and to the Trademarks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby unconditionally and irrevocably assigns, sells and transfers unto Assignee its entire right, title and interest throughout the world in perpetuity in and to the Trademarks, including common law rights, together with the goodwill of the business symbolized thereby and the entire business and/or portion thereof to which the Trademarks pertain, and the right to sue and recover for all past, present and future infringements and other violations of the Trademarks, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by Assignor had this assignment not been made. Assignor hereby covenants and agrees to provide any further necessary documentation and do all further acts reasonably requested by Assignee in this regard to confirm and perfect title in and to the Trademarks in Assignee, its successors, assigns, or other legal representatives.

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IN WITNESS WHEREOF, Assignor has executed this Trademark Assignment as an instrument under seal as of this 2nd day of January 2002.

ASSIGNOR: COLONIAL ASSET MANAGEMENT, INC.

H. Walter Barre

Name: H. WALTER BARRE

Title: Chief Operating Officer

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF South Carolina

ss.:

COUNTY OF Spartanburg

On this 20 day of December 2001, before me, the undersigned, personally appeared H. Walter Barre, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Jennifer L. Smith
[NOTARY SEAL] 12-06-09

ASSIGNEE:

BLUE RIDGE CAPITAL, L.L.C.



Name: Richard Bello

Title: Managing Director


CERTIFICATE OF ACKNOWLEDGMENT

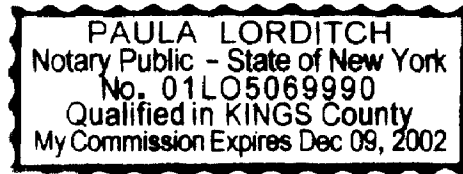
STATE OF New York

ss.:

COUNTY OF Kings

On this 4th day of January 2002, before me, the undersigned, personally appeared Richard Bello, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


[NOTARY SEAL]



SCHEDULE A

TRADENAMES – COMMON LAW TRADEMARKS

BLUE RIDGE
BLUE RIDGE FUNDS
BLUE RIDGE FUNDS TRUST
BLUE RIDGE TOTAL RETURN FUND
BLUE RIDGE ADVISORS

U.S. TRADEMARK REGISTRATION

| <u>MARK</u> | <u>GOODS/SERVICES</u> | <u>REG. NO.</u> |
|--------------------|---|------------------------|
| BLUE RIDGE FUNDS | Investment advisory and mutual fund management services | 2,293,289 |