



02-12-2002

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U.S. Patent & TMO/TM Mail Rcpt Dt. #76



T U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sibson & Company, LLC

2-12-02

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware Limited Liability Co.
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: January 30, 2002

2. Name and address of receiving party(ies)

Name: The Segal Group, Inc.

Internal Address: \_\_\_\_\_

Street Address: One Park Avenue

City: New York State: NY Zip: 10016

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- 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 Application No.(s) \_\_\_\_\_

see attached Schedule A

B. Trademark Registration No.(s) \_\_\_\_\_

Additional number(s) attached  Yes  No

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

Name: Marie A. Lavalleye

Internal Address: \_\_\_\_\_

Covington & Burling

Street Address: 1201 Pennsylvania Ave., N.W.

City: Washington State: DC Zip: 20004-2401

6. Total number of applications and registrations involved: \_\_\_\_\_

5

7. Total fee (37 CFR 3.41).....\$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 03-3412

Covington & Burling

**DO NOT USE THIS SPACE**

9. Signature.

Marie A. Lavalleye

Name of Person Signing

Signature

2/12/02

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 Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

02/20/2002 AMHED1 00000087 033412 76109034

01 FC:481 40.00 CH  
02 FC:482 100.00 CH

**TRADEMARK**  
**REEL: 002446 FRAME: 0387**

**SCHEDULE A**

<b>Mark</b>	<b>Appl/Reg No.</b>	<b>Applicant/Registrant</b>
<i>Federal Applications/Registrations</i>		
IT'S NOT JUST ABOUT THE PAY	SN 76/109,034	Sibson & Co., LLC
FEEDBACK FRAMEWORK	SN 76/089,594	Sibson & Co., LLC
PERFORMANCE QUEST	SN 76/086,089	Sibson & Co., LLC
REWARDS OF WORK	SN 75/942,158	Sibson & Company, LLC
ELEADERSHIP	SN 75/861,106	Sibson & Co., LLC
<i>State Registrations</i>		
REWARDS OF WORK	RN 15029 (North Carolina)	Sibson & Company, LLC

THIS ASSIGNMENT OF TRADEMARKS ("*Assignment*") is made as of January 30, 2002, by and between Sibson & Company, LLC, a Delaware limited liability company ("*Assignor*") and The Segal Group, Inc., a Delaware corporation ("*Assignee*")

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WHEREAS, Assignor is the owner of the trademarks and registrations and applications identified in Schedule A attached hereto (the "*Marks*"); and

WHEREAS, pursuant to a certain Asset Purchase Agreement dated as of January 30, 2002, Assignor has agreed to transfer and assign to Assignee, and Assignee agrees to accept the transfer and assignment of, all of the Assignor's rights, title and interest in and to the Marks, including the goodwill of the business symbolized thereby, as successor to the Business associated with the Marks (defined terms used but not defined herein shall have the meanings set forth in the Asset Purchase Agreement);

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties covenant and agree as follows.

1. Assignment. Assignor hereby transfers and assigns to Assignee, its successors and assigns, and Assignee hereby accepts the transfer and assignment of, (i) all rights, title, and interest in and to the Marks, including the goodwill of the business associated and symbolized thereby, as successor to the Business, and (ii) all claims, counterclaims, credits, causes of action, choses in action, rights of recovery and rights of setoff against third parties related to the Marks.


2. Further Actions. Assignor hereby consents and agrees to any lawful action taken by Assignee in connection with the enforcement of, or the legal protection of, the Marks, and confers upon Assignee full right of substitution in any and all such actions. Assignor further covenants and agrees, at the request of Assignee and at no additional expense to Assignor, to execute and deliver any further documents and to take all further actions as Assignee may require to enable Assignee to become the registered owner of the Marks and to secure the benefits of the rights hereby assigned.

3. Applicable Law. This Assignment shall be governed by and construed in accordance with the laws of the State of New York without regard to conflicts of laws.

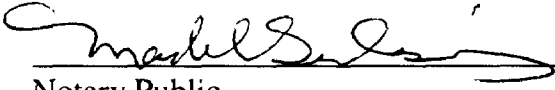
4. Counterparts. This Assignment may be executed in any number of counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

IN WITNESS WHEREOF, each of the parties have caused this Assignment to be duly executed and delivered as of the day and year first above written.

SIBSON & COMPANY, LLC


By:   
Name: MICHAEL P. MORDUNNOT  
Title: SECRETARY

SWORN TO AND SUBSCRIBED before me  
this 30th day of January, 2002.


  
Notary Public  
My commission expires 10/5/02

MADELINE SAER CASSIDY  
Notary Public, State of New York  
No. 01CA5002785  
Qualified in Suffolk County  
Certificate Filed in New York County  
Commission Expires October 05, 2002

THE SEGAL GROUP, INC.

By:   
Name: HOWARD FLUHR  
Title: PRES. + CEO

SWORN TO AND SUBSCRIBED before me  
this 30th day of January, 2002.

  
Notary Public  
My commission expires 10/5/02

MADELINE SAER CASSIDY  
Notary Public, State of New York  
No. 01CA5002785  
Qualified in Suffolk County  
Certificate Filed in New York County  
Commission Expires October 05, 2002