

2/4/02



101992087

To the Honorable Commissioner of
thereof.

with the attached original documents or copies

1. Name of conveying party(ies):
SAFEGUARD BUSINESS SYSTEMS, INC.

Individuals Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other _____

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

Execution Date: December 20, 2001

2. Name and address of receiving party(ies):
SAFEGUARD INVESTMENT CORP.
a Delaware corporation
1105 N. Market Street
Wilmington, DE 19801

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 20, 2001

Total Number of Pages in Conveyance Document
Including Attachments: 11

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

B. Trademark Registration Nos.

| | | | | | |
|-----------|-----------|-----------|-----------|-----------|-----------|
| 1,533,017 | 1,462,771 | 1,511,747 | 1,902,174 | 1,600,757 | 1,335,504 |
| 1,334,236 | 1,290,978 | 1,939,029 | 1,301,545 | 1,990,424 | 1,774,666 |
| 1,286,009 | 1,658,948 | 1,082,475 | 1,996,883 | 1,581,477 | 861,369 |
| 1,943,146 | 2,406,184 | 2,399,097 | 1,953,182 | 1,953,181 | 2,243,090 |
| 1,585,650 | 1,986,403 | 2,003,853 | 1,918,499 | 659,839 | 659,840 |

Additional numbers attached? Yes No

5. Mail correspondence to:

Michael R. Graham
MARSHALL, GERSTEIN & BORUN
6300 Sears Tower -- 233 South Wacker Drive
Chicago, Illinois 60606
(312) 474-6300

6. Total number of applications and registrations
involved: 30

7. Attached is a check in the amount of \$765.00, the
total fee due pursuant to 37 C.F.R. §3.41.

8. Commissioner is hereby authorized to charge any
deficiency in the amount enclosed or any additional
fees which may be required under 37 C.F.R. §3.41,
or credit any overpayment, to Deposit Account No.
13-2855. A copy of this Recordation Form Cover
Sheet is enclosed.

02/25/2002 TIAZ1 00000058 1533017

01 FC:481
02 FC:482

40.00 DP
725.00 DP

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.

Michael R. Graham  1/10/02
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet including attachments and document: 12

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is entered between SAFEGUARD BUSINESS SYSTEMS, INC. and SAFEGUARD INVESTMENT CORP. effective as of the date of signing below..

WHEREAS, SAFEGUARD BUSINESS SYSTEMS, INC. (hereinafter "Assignor"), a corporation organized and existing under the laws of the State of Delaware, with a principal place of business at 8585 Stemmons Freeway, Dallas, Texas 75247, is the owner of right, title and interest in and to the trademarks listed on the attached Exhibit A, including the goodwill appurtenant thereto and the applications and registrations filed therefore in the U.S. Patent and Trademark Office and in other Trademark Offices worldwide (hereinafter "the Trademarks"); and

WHEREAS, SAFEGUARD INVESTMENT CORP. (hereinafter "Assignee"), a corporation organized and existing under the laws of the state of Delaware, with a place of business at 1105 N. Market Street, Wilmington, Delaware 19801, has been organized, among other reasons, to own, license, and oversee the quality control of the Trademarks, the applications and registrations therefor, and the goodwill appurtenant thereto;

NOW, THEREFORE:

In consideration of and in exchange for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Assignor does assign unto Assignee all of its right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized thereby, the right to sue for past infringement, and the U.S. Trademark Applications and Registrations and worldwide applications and registrations identified in SCHEDULE A attached hereto.

SAFEGUARD BUSINESS SYSTEMS, INC.

By: Michael P. Dunlap

Name: Michael P. Dunlap

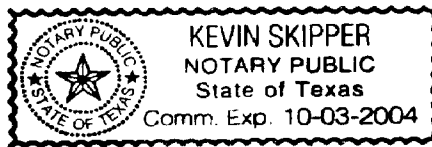
Title: General Counsel and Corporate Secretary

Dated:

SUBSCRIBED and SWORN to before me
this 20th day of November, 2001.

[Signature]
Notary Public

My Commission Expires: 10/03/2004



TRADEMARK

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SCHEDULE A

The parties to this Trademark License Agreement, pursuant to Paragraph 1.1 of the Agreement, hereby acknowledge and confirm that the following trademarks are made apart of the Agreement and are subject to the terms and conditions set forth therein.

Trademark Applications:

| <u>Trademark</u> | <u>Filing Date</u> | <u>Serial No.</u> | <u>Country and Goods/Services</u> |
|--------------------------------|--------------------|-------------------|--|
| SAFEGUARD SECURE | 6/19/01 | 1106835 | Canada --Bank checks |
| YOUR BANK SOLUTIONS SPECIALIST | 6/19/01 | 1106836 | Canada -- Computer software, namely computer databases of client information, account and loan information, record management forms, blank forms, ledgers, and templates for business forms, and computer software programs for accessing, entering and manipulating said databases and preparing reports and business forms and for check-writing accounting and form the label generation; printed bank cheques, computer forms for banking and accounting applications, business and accounting forms, journals, forms, ledgers, and record management systems consisting of forms, books, files, and printed and partially printed labels. |
| SAFEGUARD | 7/30/99 | 1260710 | CTM; 9, 16, 20, 35 & 42 – Apparatus for reading encoded cards, access control cards, encoded cards, encoded key cards, encoded identity cards, encoded security passes; none of the aforesaid goods, being for the electronic management, monitoring of tracking of patients in hospitals, infirmaries, clinics, nursing homes, maternity wards or daycare centres |

Trademark Registrations

| Country | Mark | Class | Reg No | Reg Date | Goods |
|---------|-----------------------|-------|--------|----------|---|
| BENELUX | CENTURION HEAD DESIGN | 16 | 488885 | 100390 | Paper, cardboard and goods made from these materials, not included in other classes; printed matter; bookbinding material; photographs; |

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|--------|--------------------------------|----|------------|--------|---|
| CANADA | CENTURION COULEUR | -- | OTMA336039 | 10888 | stationery; adhesives for stationery or household purposes; artists' materials paint brushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); playing cards; printers' type; printing blocks; business forms, business stationery, office stationery, computer stationery, cheques, files and binders. |
| | | | | | Filing systems and materials of all types in connection therewith; namely, labels, filing folders, dividers, label protectors, paper fasteners, file outguides, shelf guides, file pockets and expansion pockets. |
| CANADA | CENTURION HEAD DESIGN | -- | 287512 | 20384 | Business accounting and record keeping supplies, forms and equipment, namely, printed one-write or pegboard forms, comprising cheques, deposit slips, receipts, ledgers and journals; envelopes, accounting boards or pegboard binders, posting trays, tray stands and indices; counselling and assisting others on office accounting records, maintenance procedures and providing data processing outout reports. |
| CANADA | CENTURION HEAD DESIGN -- (OLD) | -- | OTMA301018 | 32285 | Filing systems and materials of all types in connection therewith; namely, labels, filing folders, dividers, label protectors, paper fasteners, file out-guides, shelf guides, file pockets and expansion pockets; advice and consulting services in connection with the establishment and maintenance of filing systems of all types. |
| CANADA | CLEAN TRIM | -- | OTMA321841 | 121986 | Continuous form stationery including letterhead produced by the applicant for others and other continuous form of documents, namely invoices, receipts, reports and records. |
| CANADA | COLOR MASTER | -- | OTMA303276 | 53185 | Filing cabinets, filing racks and frames, file folders, file labels and file envelopes; advice and consulting services in connection with the establishment and maintenance of filing systems of all types. |
| CANADA | COLOR SENTRY | -- | OTMA303277 | 53185 | Filing systems and materials of all types in connection therewith; namely, labels, filing folders, dividers, label protectors, paper fasteners, |

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|--------|-------------------------------------|----|------------|-------|
| CANADA | FARMRITE | -- | 000A243479 | 41880 |
| CANADA | LE FORMULIER | -- | 0TMA331178 | 82187 |
| CANADA | LE GESTIONNAIRE VISUEL | -- | 0TMA331179 | 82187 |
| CANADA | LE GESTIONNAIRE JURIDIQUE SAFEGUARD | -- | 0TMA388830 | 91391 |
| CANADA | MARDAN | -- | 240532 | 30780 |
| CANADA | SAFEGUARD | -- | 0TMA209224 | 90575 |

file out-guides, shelf guides, file pockets and expansion pockets; advice and counseling services in connection with the establishment and maintenance of filing systems of all types.

Business accounting and record keeping supplies, forms and equipment, namely, printed one-write or pegboard forms, comprising cheques, deposit slips, receipts, ledgers and journals; envelopes, accounting boards or pegboards, binders, posting trays, tray stands and indexes; counselling and assisting others on office accounting and records maintenance procedures and providing date processing output reports.

Form cabinets, drawers, drawer suspension units, filing cabinets, drawers, drawer suspension units, filing cabinets, index tabs, labels and label holders; advice and consulting services in connection with the establishment and maintenance of filing systems of all types.

Advise and consulting services in connection with the establishment and maintenance of filing systems of all types.

Computer software to be used in the management of a law practice; promotional, instructional, procedural and operational brochures, booklets, guides and manuals relating to the foregoing wares.

Filing cabinets, filing pouches and component parts for both. Business accounting and record keeping supplies, forms and equipment; namely, printed one-write or pegboard forms, comprising cheques, deposit slips, receipts, ledgers and journals; envelopes, accounting boards or pegboards, binders, posting trays, tray stands and indexes; filing systems and materials of all types in connection therewith; namely, labels, filing folders, dividers, label protectors, file out-guides, shelf guides, file pockets, file pouches, file envelopes, expansion pocket, filing cabinets, filing racks and frames; business accounting and record keeping supplies,

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forms and equipment, namely, printed forms, single or multiple part, used in connection with accounting and related matters comprising ledgers, journals, invoices, statements, cheques, deposit slips, receipts, letters, memorandums and other accounting records, data processing forms of the above named types for use in printers connected to computer and data processing systems; computer and data processing software and programs in machine readable form and instructions and related material form and instructions and related material in printed form; printed materials for professional offices, namely business cards, accounts, ledgers, patient cards, appointment books and insurance claim forms; counselling and assisting others on office accounting and records maintenance procedures and providing data processing output reports; installation and instruction in the use of printed and other material supplied by the applicant; provision of statistical information for management information systems; training services for operators of all written and computer systems provided by the applicant; provision of assistance and instruction in the use of computer software and improvements thereto and the provision of improvements and alterations to computer software; installation of computer software programs and systems supplied by the applicant.

Computer tapes, computer disks and computer cards embodying computer programs, computer software to be used in the management of a law practice; promotional, instructional, procedural and operational brochures, booklets, guides and manuals relating to the foregoing wares; and future enhancements developed for any of the above items; design, development and support of computer software; consulting with respect to design, development and support of computer software

CANADA SAFEGUARD LAW OFFICE -- OTMA340739 52088
MANAGER

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|------------------------|-----------------------|------|------------|--------|
| CANADA | SAFE-TRAK | 16 | 519743 | 112399 |
| CANADA | THE BUSINESSKEEPER | -- | 0TMA326646 | 42487 |
| CANADA | THE SENTRY PLAN | 42 | 474361 | 41997 |
| COMMUNITY TRADEMARK | CENTURION LOGO | 9 16 | 1260744 | 103100 |
| DENMARK | CENTURION HEAD DESIGN | 16 | 0009728/92 | 102392 |
| FRANCE | CENTURION HEAD DESIGN | 16 | 1690630 | 103190 |
| GERMANY | CENTURION HEAD DESIGN | 16 | 2078989 | 92694 |

and computer firmware; teaching and training services with respect to the use of the computer programs, computer software and any future enhancements developed for the wares.

Business record management systems; namely, binders containing blank gift certificates; gift certificate books and gift cards.

Computer software related to accounting, and computer software related to consulting.

Consultation services in the nature of technical support for accounting software programs.

Printed matter, office stationery; business forms; computer stationery; cheques; cashbooks; record books; security forms; wallets fo plastic for holding documents; wallets of plastic for holding papers; security passes.

Printed business forms, including cheques and business forms, appliances (stationery) for colour coding file folder components, including ledger card labels, plastic tabs, file folders, and adhesive index slips for file folders (stationery).

Paper, cardboard and goods made from these materials, not included in other classes; printed matter; bookbinding material; photographs; stationery; adhesives for stationery or household purposes; artists' materials; paint brushes; typewriters and office requisites; (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); playing cards; printers' type; printing blocks; business forms, business stationery, office stationery, computer stationery, cheques, files and binders.

Paper, cardboard and goods made from these materials, not included in other classes; printed matter; bookbinding material; photographs; stationery; adhesives for stationery or household purposes; artists' materials; paint brushes; typewriters and office requisites; (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in

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|---------------|--------------------------|----|---------|--------|---|
| GREAT BRITAIN | CENTURION HEAD DESIGN 16 | | 1405061 | 110989 | other classes); playing cards; printers' type; printing blocks; business forms, business stationery, office stationery, computer stationery, cheques, files and binders. Printed business forms, computer forms, cheques; colour coded file folder components; ledger card labels, plastic tabs, file folders, adhesive labels, adhesive index slips for file folders; filing cabinets (office requisites); fax paper; all included in Class 16. |
| GREAT BRITAIN | SAFE-PAY | 35 | 2021037 | 10596 | Business management; business administration; payroll preparation and processing; preparation of tax returns. |
| IRELAND | CENTURION HEAD DESIGN 16 | | 144429 | 11894 | Business forms, business stationery, office stationery, computer stationery, cheques, files and binders. |
| IRELAND | SAFEGUARD | 16 | 149461 | 52494 | Business forms, business stationery, office stationery, computer stationery, cheques, files and binders. |
| ITALY | CENTURION HEAD DESIGN 16 | | 607451 | 102993 | Business forms, business stationery, office stationery, computer stationery, cheques, files and binders. |
| MEXICO | CENTURION LOGO | 16 | 465081 | 62994 | Paper and paper articles, cardboard and cardboard articles; printed matter, newspapers and periodicals, books; book-binding material; photographs; stationery, adhesive materials (stationery); artists' materials, paint brushes; typewriters and office requisites (other than furniture); instructional and teaching material (other than apparatus); playing cards; printers' type and cliches (stereotype). |
| MEXICO | SAFEGUARD | 16 | 462273 | 60194 | Computer software programs used for check-writing, accounting, and form and label generation; computer forms and business record management systems comprised of forms, books, files and printed and partially printed labels; automated payroll processing. |
| MEXICO | SAFEGUARD | 16 | 560761 | 100297 | Computer forms and business record management systems comprised of forms, books, files and printed and partially printed labels. |
| NORWAY | CENTURION HEAD DESIGN 16 | | 150470 | 51492 | Paper, cardboard and goods made from these materials, not included in other classes; printed matter; bookbinding material; photographs; stationery; adhesives for stationery or household |

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|----------|-----------------------|----|---------|--------|---|
| NORWAY | SAFEGUARD | 16 | 159818 | 110493 | <p>purposes; artists' materials; paint brushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); playing cards; printers' type; printing blocks; business forms, business stationery, office stationery, computer stationery, cheques, files and binders.</p> <p>Paper, cardboard and goods made from these materials, not included in other classes; printed matter; bookbinding material; photographs; stationery; adhesives for stationery or household purposes; artists' materials; paint brushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); playing cards; printers' type; printing blocks; business forms, business stationery, office stationery, computer stationery, cheques, files and binders.</p> |
| PORTUGAL | CENTURION HEAD DESIGN | 16 | 267971 | 121892 | <p>Business forms, business stationery, office stationery, computer stationery, cheques, files and binders.</p> |
| PORTUGAL | SAFEGUARD | 16 | 268440 | 121692 | <p>Business forms, business stationery, office stationery, computer stationery, cheques, files and binders.</p> |
| SPAIN | CENTURION HEAD DESIGN | 16 | 1591804 | 72093 | <p>Printed business forms, computer forms, cheques; colour coded file folder components; ledger card labels, plastic tabs, file folders, adhesive labels, adhesive index slips for file folders; filing cabinets; office requisites; fax paper; all included in Class 16.</p> |
| SPAIN | SAFEGUARD | 16 | 1593768 | 90693 | <p>Paper, cardboard and goods made from these materials, not included in other classes; printed matter, bookbinding material; photographs; stationery; adhesives for stationery or household purposes; artists materials; paint brushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); playing cards; printers' type; printing blocks, namely, business forms, business stationery, office stationery, computer</p> |

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|---------------|--------------------------|----|---------|----------|---|
| SWEDEN | CENTURION HEAD DESIGN 16 | | 234529 | 51592 | stationery, cheques, files and binders. Paper, cardboard and goods made from these materials, not included in other classes; printed matter; bookbinding material; photographs; stationery; adhesives for stationery or household purposes; artists' materials; paint brushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); playing cards; printers' type; printing blocks; business forms, business stationery, office stationery, computer stationery, cheques, files and binders. |
| SWITZERLAND | CENTURION HEAD DESIGN 16 | | 386334 | 110791 | Paper, cardboard and goods made from these materials, not included in other classes; printed matter; bookbinding material; photographs; stationery; adhesives for stationery or household purposes; artists' materials, paint brushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); playing cards; printers' type; printing blocks; business forms, business stationery, office stationery, computer stationery, cheques, files and binders. |
| SWITZERLAND | SAFEGUARD | 9 | 383215 | 62791 | All goods in Classes 9 and 16. |
| UNITED STATES | A Design | 16 | 1533017 | 4/4/89 | Business forms, checks and journals |
| UNITED STATES | ADVANTAGE SERIES | 16 | 1462771 | 10/27/87 | Computer forms for accounting applications |
| UNITED STATES | AMBASSADOR LINE | 16 | 1511747 | 11/8/88 | Business forms including bank checks and journals |
| UNITED STATES | BUSINESS CIRCUIT | 16 | 1902174 | 6/27/95 | Newsletters pertaining to issues in the field of accounting |
| UNITED STATES | CENTURION HEAD DESIGN | 16 | 1600757 | 6/12/90 | Printed business forms |
| UNITED STATES | CLEAN TRIM | 16 | 1335504 | 5/14/85 | Continuous business forms |
| UNITED STATES | COLOR MASTER | 16 | 1334236 | 5/7/85 | Color coded filing kits and components therefore - namely, file folders, plastic tabs, and adhesive labels, and markers |
| UNITED STATES | COLOR SENTRY | 16 | 1290978 | 8/21/84 | Color coding file folder and ledger card labels |
| UNITED STATES | DATAMAIL XPRESS | 9 | 1939029 | 11/28/95 | Label printing software in International Class 9 |
| UNITED STATES | FAST FORM | 16 | 1301545 | 10/23/84 | Non-self-adhesive type multi-sheet business forms for use in recording and simultaneously transferring data for specialized market |

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| UNITED STATES | INVISI-GUARD | 16 | 1990424 | 73096 | applications and specifically intended to be used as a component in ONE-WRITE pegboard accounting systems Printed bank checks incorporating copy resistant watermarks and printed symbols in International Class 16 |
| UNITED STATES | INVISI-STRIP | 16 | 1774666 | 6/1/93 | Business forms and bank checks |
| UNITED STATES | MISC.DESIGN (CENTURION DOUBLE HEAD) | 16 | 1286009 | 71784 | Color coded office paper file labels |
| UNITED STATES | PRESTIGE SERIES | 16 | 1658948 | 10/1/91 | Checks sold to small businesses and professionals |
| UNITED STATES | QUICK CLAIM | 16 | 1082475 | 1/17/78 | Business forms for use by doctors in filing for insurance compensation |
| UNITED STATES | SAFEGUARD | 9, 16, 35 | 1996883 | 82796 | Computer software programs used for check-writing, accounting, and form and label generation in International Class 9; Computer forms and business record management systems comprised of forms, books, files and printed and partially printed labels in International Class 16; Automated payroll processing in International Class 35 |
| UNITED STATES | SAFEGUARD | 16 | 1581477 | 2/6/90 | Business forms, checks and journals |
| UNITED STATES | SAFEGUARD & DESIGN | 16 | 861369 | 12/3/68 | Accounting forms and equipment – namely, checks, statements, ledgers, summaries and journals, envelopes, indices, posting boards, holding trays and binders |
| UNITED STATES | SAFEGUARD SAFE-PAY CONNECTION | 35 | 1943146 | 12/19/95 | Automated payroll services and related tax filing services |
| UNITED STATES | SAFEGUARD UNIVERSITY SU AND DESIGN | 41 | 2406184 | 112100 | Educational services; namely, conducting workshops, conferences, classes and/or seminars in the field of business form, business product, and office supply sales and utilization |
| UNITED STATES | SAFEGUARD UNIVERSITY | 41 | 2399097 | 103100 | Educational services; namely, conducting workshops, conferences, classes and/or seminars in the field of business form, business product, and office supply sales and utilization |
| UNITED STATES | SAFE-PAY | 35 | 1953182 | 1/30/96 | Automated payroll services and related tax filing services |
| UNITED STATES | SAFE-PAY CONNECTION | 9 | 1953181 | 1/30/96 | Computer software programs for payroll processing |
| UNITED STATES | SAFE-TRAK | 16 | 2243090 | 50499 | Business management recordkeeping kit consisting of forms, books, files and printed and partially printed labels |
| UNITED STATES | SPRINT SERIES | 16 | 1585650 | 3/6/90 | Business forms and checks |
| UNITED STATES | TELEPHONIC GOLF HANDICAP SYSTEM | 41 | 1986403 | 70996 | Handicapping services for golfers |
| UNITED STATES | THE GUARDIAN PLAN | 42 | 2003853 | 100196 | Providing software support |

STATES

services to owners and users
of small business accounting
programs produced and sold
by applicant

UNITED
STATES

THE SENTRY PLAN

42

1918499

9/12/95

Consultation services in the
nature of technical support for
accounting software programs

UNITED
STATES

TIMEMASTER

16

659839

3/25/58

Accounting forms

UNITED
STATES

TIMEMASTER & DESIGN

16

659840

3/25/58

Accounting forms

TRADEMARK

RECORDED: 02/04/2002

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