

03-22-2002



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

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Tab settings

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

1. Name of conveying party(ies):

Aon Consulting, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State New Jersey 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 22, 2002

2. Name and address of receiving party(ies)

Name: Compensation Design Group, Inc.

Internal Address: Suite 25E

Street Address: 641 Fifth Avenue

City: New York State: NY Zip: 10022

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New York 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)

B. Trademark Registration No.(s)

2093858

Additional number(s) attached Yes No

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

Name: George Gottlieb, Esq.

Internal Address:

GOTTLIEB, RACKMAN & REISMAN

Street Address: 270 Madison Avenue

City: New York State: NY Zip: 10016

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:

07-1730

(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.

George Gottlieb Name of Person Signing

Signature

March, 2002 Date

Total number of pages including cover sheet, attachments, and document: 5

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

03/25/2002 GT0N11 0000075 2093858

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TRADEMARK REEL: 002466 FRAME: 0894

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRADEMARK ASSIGNMENT

WHEREAS **AON Consulting, Inc.**, a corporation organized and existing under the laws of the State of New Jersey, having a place of business at Aon Center, 200 East Randolph Street, Chicago, Illinois 60601, has adopted and used the mark that is the subject to the following registration in the United States Patent and Trademark Office: COMPENSATION DESIGN GROUP, U.S. Registration No. 2,093,858 issued September 2, 1997;

AND, WHEREAS, **Compensation Design Group, Inc.**, a corporation organized and existing under the laws of the State of New York, having a place of business at 641 Fifth Avenue, Suite 25E, New York, New York 10022, is desirous of acquiring the entire right, title and interest in and to the said mark, registration and any renewal that may be granted thereon, together with the goodwill of the business symbolized by the mark, and past common law causes of action;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said **AON Consulting, Inc.** (Assignor), does hereby assign and transfer unto the said **Compensation Design Group, Inc.** (Assignee), its successors and assigns, the entire right, title and interest in and to the said mark, registration and any renewal that may be granted thereon, together with the goodwill of the business symbolized by the mark and past common law causes of action.

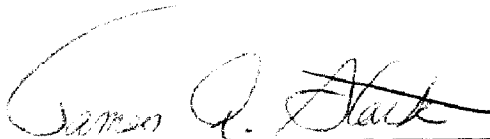
The parties further agree that they will, whenever and as often as they shall be reasonably requested to do so by the other party hereto, execute, acknowledge and deliver, or cause to be done, executed, acknowledged and delivered, any and all other further instruments or

documentation as may be necessary or expedient in order to consummate the transactions provided for in this Trademark Assignment.

Assignor warrants that it is not aware of any licenses, liens, or other encumbrances or agreements, either written, oral or implied, relating to the mark COMPENSATION DESIGN GROUP.

Assignor also represents that it will discontinue all use of the mark COMPENSATION DESIGN GROUP within twenty (20) days from the date of this Trademark Assignment.

ASSIGNOR - AON CONSULTING, INC.

By: 
Name: JAMES A. STARK
Title: EXECUTIVE VICE PRESIDENT

Dated: January 22, 2002

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 5907

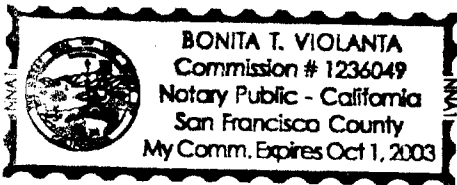
State of California

County of San Francisco

On January 22, 2002 before me, Bonita T. Violanta, Notary Public
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared James A. Stark
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Bonita T. Violanta
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
- CORPORATE OFFICER

TITLE(S)

- PARTNER(S) LIMITED
- ATTORNEY-IN-FACT GENERAL
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

Trademark Assignment
TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

SIGNER(S) OTHER THAN NAMED ABOVE