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

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

1. Name of conveying party(ies):

TEAMS International, L.L.C.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company

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

2. Name and address of receiving party(ies)

Name: RMC of Illinois, Inc.

Internal Address: Suite 1600

Street Address: 100 North Riverside Plaza

City: Chicago State: IL Zip: 60606

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Illinois Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: March 19, 2002

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

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s)

See Exhibit A attached hereto

Additional number(s) attached Yes No

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

Name: Tristram R. Fall, III, Esquire

Internal Address: Fox Rothschild, O'Brien and Frankel, LLP

10th floor

Street Address: 2000 Market Street

City: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41): \$ 165.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-1943

(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.

Tristram R. Fall, III Name of Person Signing

Signature

3/20/02 Date

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

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

EXHIBIT A

List of Trademark Registrations

1,687,615

1,725,118

1,796,820

1,837,009

2,209,572

2,211,606

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

In consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, **TEAMS INTERNATIONAL, L.L.C.**, an Arizona limited liability company ("Assignor"), for itself and its successors and assigns, hereby assigns to **RMC OF ILLINOIS, INC.**, an Illinois corporation having an address of 100 North Riverside Plaza, Suite 1600, Chicago, Illinois 60606 ("Assignee"), its successors and assigns, all right, title and interest in and to all of the trademarks and service marks owned by Assignor, together with the goodwill of the business associated therewith, including without limitation all rights in and to the federal trademark registrations listed on Schedule A hereto (collectively, the "Marks").

This Assignment of Trademarks and Service Marks includes the right to apply for registration of any or all of the Marks in any an all jurisdictions where such registration is desired by Assignee, the right to renew any existing registrations, and the right to claim for any and all damages by reason of past infringement of the Marks, with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors and assigns.

IN WITNESS WHEREOF, Assignor has caused this Assignment of Trademarks and Service Marks to be executed by its duly authorized officer as of this 19th day of March, 2002.

TEAMS INTERNATIONAL, L.L.C.,

By: Right Management Consultants, Inc., Member

By: 

John J. Gavin
President and COO

SCHEDULE A

U.S. Trademark Registrations:

<u>U. S. Reg. No.</u>	<u>Mark</u>	<u>Registration Date</u>	<u>Int'l Class</u>
2,211,606	"INTELLIREPORTING"	12/15/1998	42
2,209,572	"INTELLISCORING"	12/08/1998	42
1,837,009	"TEAMS" [and Design]	05/17/1994	35
1,796,820	"360° FEEDBACK" [Stylized]	10/05/1993	9
1,725,118	"INTELLIGENT CONSENSUS" [Stylized]	10/20/1992	9
1,687,615	"INSIGHT PROFILES" [Stylized]	05/19/1992	9

Unregistered U.S. Trademarks:

- Brain Trust
- TEAMS
- TEAMS International
- 360
- Upward Review

- Variations of any of the registered or unregistered trademarks, service marks and trade names listed on this Schedule A.

- All other registered and unregistered trademarks, service marks and trade names used and owned by Assignor, together with the goodwill associated therewith.

COMMONWEALTH OF PENNSYLVANIA :
 : ss.
COUNTY OF PHILADELPHIA :

Before me, a notary public, in and for the Commonwealth and County aforesaid, on this 19th day of March, 2002, personally appeared JOHN J. GAVIN, who, having been by me duly sworn and having executed the foregoing instrument in my presence, did depose and say that he is the President and Chief Operating Officer of Right Management Consultants, Inc., member of **TEAMS INTERNATIONAL, L.L.C.**, the limited liability company that executed the foregoing instrument; that he executed said instrument on behalf of said limited liability company; and that he was duly authorized to do so, **TEAMS INTERNATIONAL, L.L.C.**, intending to be legally bound thereby and intending that said instrument be properly recorded.



Notary Public

My Commission Expires: Oct 3, 2005