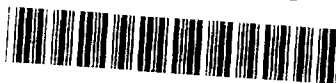


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): National Bank of Canada 125 West 55th Street New York, N.Y. 10019

2. Name and address of receiving party(ies) Name: PNC Bank, National Association Internal Address: One PNC Plaza Street Address: 249 Fifth Avenue City: Pittsburgh State: PA Zip: 15222

3. Nature of conveyance: [X] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: 1/15/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,054,392 2,054,391

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Vivian L. Polak Internal Address: Street Address: LeBoeuf, Lamb, Greene & MacRae, L.L.P. 125 West 55th Street City: New York State: N.Y. Zip: 10019

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$ 65.00 [X] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number:

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. Vivian L. Polak Signature Date 3/22/02

04/11/2002 DEBYRNE 00000112 2054392

40.00 All documents to be recorded with required cover sheet information to: 25.00 Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002481 FRAME: 0552

## Assignment and Acceptance

Reference is made to the Security Agreement, dated December 30, 1999 (the "Security Agreement"), among Ron Weber and Associates, Inc. ("Ron Weber"), Ron Weber and Associates of Illinois, Inc. ("RW/Illinois"), Ron Weber and Associates of Iowa, Inc. ("RW/Iowa") and each direct or indirect subsidiary of Ron Weber or RW/Illinois or RW/Iowa which may from time to time become a party thereto and National Bank of Canada (the "Assignor") and recorded in the U.S. Patent and Trademark Office at Reel 002028 Frame 0807.

The Assignor and PNC Bank, National Association (the "Assignee"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby agree as follows:

1. The Assignor hereby sells and assigns, without recourse, to the Assignee, and the Assignee hereby purchases from the Assignor and assumes, as of the Effective Date (as defined below), all the Assignor's rights and obligations under the Security Agreement, including all interest in and to the collateral granted pursuant to the Security Agreement (which collateral includes the property listed on Exhibit A hereto).

2. The Assignee and the Assignor agree that the liability of each of them under this Assignment and Acceptance and any other agreement, document, certificate or instrument delivered by either pursuant hereto shall be limited as provided in the Asset Purchase Agreement, dated as of November 15, 2001, between the Assignor, National Canada Finance LLC and the Assignee.

3. The effective date of this Assignment and Acceptance shall be January 15, 2002 (the "Effective Date").

4. This Assignment and Acceptance shall be governed by and construed in accordance with the laws of the State of New York.

5. This Assignment and Acceptance may be executed in any number of counterparts, each of which shall be deemed an original and which together shall constitute one instrument.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL BANK OF CANADA, as  
Assignor

By: *Loriann Curnyn*  
Name: LORIANN CURNYN  
Title: GROUP VICE PRESIDENT

PNC BANK, NATIONAL ASSOCIATION, as  
Assignee

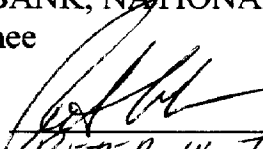
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL BANK OF CANADA, as  
Assignor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

PNC BANK, NATIONAL ASSOCIATION, as  
Assignee

By:   
Name: PETER W. THOMPSON  
Title: SENIOR VICE PRESIDENT

# **EXHIBIT A**

## **TRADEMARKS**

Ron Weber and Associates, Inc.

Telethinking™, Serial No. 75-030873, Reg. No. 2054392

Telethinking For A New Economy™, Serial No. 75-030872, Reg. No. 2054391

A-1

NYB 518186.1 55140 00529

**RECORDED: 03/25/2002**

**TRADEMARK  
REEL: 002481 FRAME: 0556**