

06-21-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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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): CaseSoft, Ltd., composed of Waka, Inc. (FL) and Dames and Moore Ventures, Inc. (DE)
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[] Corporation-State
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [x] No

6-17-02

2. Name and address of receiving party(ies)
Name: CaseSoft, Ltd., composed of Internal Waka, Inc. (FL) and Address: DecisionQuest, Inc. (CA)
Street Address: 5000-21 Sawgrass Village Cir.
City: Ponte Vedra State: FL Zip: 32082
[] Individual(s) citizenship
[] Association
[x] General Partnership Florida
[] Limited Partnership
[] Corporation-State
[] Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [] Change of Name
[x] Other as successor business
document showing receiving party
Execution Date: 6/2/00

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/924288
B. Trademark Registration No.(s)
Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Thomas C. Saitta
Internal Address: Rogers Towers Bailey Jones & Gay, P.A.
Street Address: 1301 Riverplace Blvd. Suite 1500
City: Jacksonville State: FL Zip: 32207

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
[x] Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number:
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FINANCE SECTION

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9. Signature.
Thomas C. Saitta
Name of Person Signing
Signature
Date 6/3/02

Total number of pages including cover sheet, attachments, and document: 2

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

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CaseSoft

(904) 273-5001

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any material change in its personnel; or (x) agreed to or obligated itself to take any of the actions identified in clauses (f) through (vi) above.

(x) CaseSoft. Subject to the rights under the Buy-Sell Agreement, all of URS and D&M's right, title and interest in CaseSoft have been transferred to DecisionQuest. All funding obligations of URS, D&M or DecisionQuest with respect to CaseSoft required to be made prior to the Closing Date have been made.

(y) URS Reports and Financial Condition. Since the date of the Annual Report on Form 10-K for URS for the year ended October 29, 1999 as filed with the Securities and Exchange Commission, URS has not suffered any material adverse change in its financial condition.

(z) Brokers', Finders' or Insiders' Fees. To the knowledge of URS, D&M or DecisionQuest, no Person has or, immediately following the consummation of the transactions contemplated by this Agreement will have, as a result of any act or omission of DecisionQuest, D&M or URS, any right, interest or valid claim against the Surviving Corporation, D&M, URS or Parent for any commission, fee or other compensation as a finder or broker in connection with the transactions contemplated by this Agreement, nor are there any fees or any payments or promises of payment, however characterized, that have been paid or that are or may become payable in connection with the transactions contemplated by this Agreement by DecisionQuest or any of its Subsidiaries.

4.2 Representations and Warranties of Parent and Sub. Parent and Sub, jointly and severally, represent and warrant to DecisionQuest, D&M and URS as follows:

(a) Existence; Capacity; Authority. Each of Parent and Sub is a corporation duly organized, validly existing and in good standing under the laws of its state of incorporation.

(b) Authority and Status. Each of Parent and Sub has the requisite corporate power and authority to execute and deliver this Agreement and the Ancillary Agreements to be entered into by it, to perform its obligations thereunder and to consummate the transactions contemplated thereby without the necessity of any act or Consent (other than those that have been or will be obtained prior to the Effective Time) of any other Person. This Agreement and the Ancillary Agreements to which it is a party have been duly authorized by all necessary corporate action, and the execution, delivery and performance thereof have been duly approved by the board of directors of Parent and by the board of directors of Sub and its sole shareholder. This Agreement and the Ancillary Agreements constitute or will, when duly executed and delivered, constitute the valid and legally binding obligations of each of Parent and Sub, enforceable against each of Parent and Sub in accordance with their respective terms, except to the extent that enforceability may be limited by: (i) applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium or similar laws from time to time in effect affecting generally the enforcement of creditors' rights and remedies; and (ii) general principles of equity, including without limitation, general principles of good faith and fair dealing (regardless of whether enforcement is sought in equity or at law).

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