



To the Honorable Commissioner of

attached original documents or copy hereof.

102140366

1. Name of conveying party(ies):

ERNST & YOUNG U.S. LLP

- Individual(s)
- General Partnership
- Corporation-State
- Other limited liability partnership

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

2. Name and address of receiving party(ies):

Name: CAP GEMINI ERNST & YOUNG U.S. LLC
Address:

1114 Avenue of the Americas - 29 Fl
New York, New York 10036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other limited liability company

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) & addresses attached?

Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 29, 2002

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

A. Trademark Application No.(s)
75/879,836 and Others

B. Trademark Registration No.(s).
2,233,709 and Others

Additional Numbers attached? Yes No

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

Name: Patrick Boisson

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:..... 26

7. Total fee (37 CFR 3.41) \$ 665.00

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)

8. Deposit account number:

23-0825-0576900

(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.

Patrick Boisson
Name of Person Signing

Patrick Boisson
Signature

6/5/2002
Date

Total number of pages comprising cover sheet: _____

SCHEDULE OF TRADEMARKS

MARK

REG. / APPLN. NO.

ADVANCED DEVELOPMENT CENTER	2,233,709
DARESTEP	75/879,836
DEVELOPMENT EFFECTIVENESS	1,790,331
.COMPANY & Design	75/778,577
ECOMMERCE RAPIDSTART	75/540,287
FINEX	2,318,515
GAS SOLUTIONS	2,213,148
GASPRO SERVICES	2,021,243
GROWTHWORKS	2,243,899
IEP	2,234,530
KLM	75/872,468
MEASURES THAT MATTER	2,179,448
MICROWISE (Stylized)	1,525,318
MICROWISE (Stylized)	1,525,575
MICROWISE (Stylized)	1,534,569
MROMAX	75/592,486
MTM	75/829,566
OPERATION RED TO BLACK	2,103,177
OUTRUN	76/052,029
RAPIDFX (Stylized)	2,250,271
REAL TIME ORDER MANAGEMENT	2,306,694
RTOM	2,451,312
SOLUTION ACCELERATORS	2,377,848
THE CENTRIC GROUP	2,462,191
THE LEADERSHIP CONNECTION	2,261,183
VALUE WEB	2,213,187

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CONFIRMATORY ASSIGNMENT

WHEREAS, ERNST & YOUNG U.S. LLP, a limited liability partnership organized and existing under the laws of Delaware, located at 5 Times Square, 36th Floor, New York, New York 10036 ("Assignor"), was the owner of the federal registrations and applications listed in the attached schedule (referred to as the "Trademarks"); and

WHEREAS, CAP GEMINI ERNST & YOUNG U.S. LLC, a limited liability company organized and existing under the laws of Delaware, located at 1114 Avenue of the Americas, 29th Floor, New York, New York 10036 ("Assignee"), acquired the Trademarks as of May 23, 2000.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor confirms that it assigned to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the scheduled registrations/applications therefor, and with all claims arising out of or relating to the use or ownership of the Trademarks, effective as of May 23, 2000.

ERNST & YOUNG U.S. LLP

By: 

Name: Douglas M. Galin

Title: General Partner

Date of Signature: May 29, 2002