7 77 T 77 - 17	CORDATION FORM	rc / 07-3: aa-			
To the Honorable Commissioner of Pate					
Name of conveying party(ies):	and reasonable in	2.1 10217404 arty(ies):			
ERNST & YOUNG U.S. LLP	<u>,:::</u> 5	2.1 102174918 arty(ies): Name: EYGN LIMITED			
	k _a , is a•	Address:			
Individual(s) Asso General Partnership Limit	ciation ed Partnership	One Montague Place, East Bay Street Nassau, Bahamas			
Corporation-State X Other Delaware limited liability	•	Individual(s) citizenship			
		Association			
Additional name(s) of conveying attached	ng party(ies) Yes No	General Partnership ————————————————————————————————————			
3. Nature of conveyance:	17.15.12	X Corporation-State <u>Bahamas</u> Other			
_X Assignment Mer Security Agreement Cha Other	rger	If assignee is not domiciled in the United States, a domestic representative designation is attached:			
Execution Date: December 27, 2	2001	(Designations must be a separate document from Assignment) Additional name(s) & addresses attached? Yes X No			
4. Application number(s) or regis A. Trademark Application No.(s) 76/202,892	tration number(s):	: B. Trademark Registration No.(s). 2,405,474			
Additiona	l Numbers attache	ed? X Yes No			
Name and address of party to correspondence concerning do be mailed:		6. Total number of applications and and registration involved:2			
Name: Patrick Boisson		7. Total fee (37 CFR 3.41) \$ 65.00			
Internal Address: Fross Zelnick Le & Zissu, P.C.	<u>ehrman</u>	X Enclosed X Authorized to be charged to deposit account			
Street Address: 866 United Nation	ons Plaza	(Only if total fee is not sufficient)			
City: New York State: NY Zi	p: <u>10017</u>				
		8. Deposit account number:			
7/30/2002 GTDN11 00000010 76202892		23-0825-0576900			
01 FC:481 40.00 OP 25.00 OP 25.00 OP		(Attach duplicate copy of this page if paying by deposit account)			
	DO NOT USE T	THIS SPACE			
9. Statement and signature.					
To the best of my knowledge and b true copy of the original document.	elief, the foregoing in	nformation is true and correct and any attached copy is a			
Patrick Boisson	B	2/2/2002			
Name of Person Signing		Signature Date /			
	ber of pages comprisi				
OMB No. 0651-0027 (exp. 5/31/2002) FZLZ File No.: EYGN AAT-02/01740 SUD					

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

1. 11

Registration No.:

2162101

Mark:

AABSCAST

Registration Date:

June 2, 1998

Assistant Commissioner for Trademarks 2900 Crystal Drive Arlington, Virginia 22202-3513

APPOINTMENT OF DOMESTIC REPRESENTATIVE

EYGN Limited, a corporation organized and existing under the laws of the Bahamas, located at One Montague Place, East Bay Street, Nassau, Bahamas, the owner of the above registration, hereby appoints the law firm of Fross Zelnick Lehrman & Zissu, P.C. of 866 United Nations Plaza, New York, New York 10017 (Tel: 212-813-5900), its attorneys and representatives upon whom notices or process in proceedings affecting the above-identified mark may be served.

EYGN Limited

Name: Douglas M, Galin

[Printed or typed]

Title: Authorised Signatory

Data: MAR 1 8 2002

Form PTO-1594 F (Rev. 03/01)	EET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
To the Honorable Commissioner of P. 1020530	attached original documents or copy hereof.
Name of conveying party(ies):	2. Name and address of receiving party(ies):
FRNST & YOUNG U.S. LLP	Name: EYGN LIMITED
	Individual(s) citizenship ————————————————————————————————————
Additional name(s) of conveying party(ies) attached Yes No	Association
3. Nature of conveyance:	X Corporation-State Bahamas Other
X Assignment Merger Security Agreement Change of Name Other	If assignee is not domiciled in the United States, a domestic representative designation is attached: X Yes No (Designations must be a separate document from
Execution Date: December 27, 2001	Assignment) Additional name(s) & addresses attached? Yes X No
4. Application number(s) or registration number(s): A. Trademark Application No.(s)	
Additional Numbers attache	d? X Yes No
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and and registration involved:181
Name: Susan Upton Douglass	7. Total fee (37 CFR 3.41) \$ 4,540.00
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.	X Enclosed X Authorized to be charged to deposit account (Only if total fee is not sufficient)
Street Address: 866 United Nations Plaza	
City: New York State: NY Zip: 10017	8. Deposit account number:
	23-0825-0576900
	(Attach duplicate copy of this page if paying by deposit account)
DO NOT USE T	HIS SPACE
9. Statement and signature.	
To the best of my knowledge and belief, the foregoing in true copy of the original document.	information is true and correct and any attached copy is a
Susan Upton Douglass \ DIVITI/2002 DBYRNENAMON REFERENTIALITY SIGNING	Signature Date
01\FC:481 Tastal rightmber of pages comprisi	
ONE No. 0651-0027 (exp. 5/31/2002)	FZLZ File No.: EYGN AAT-02/01740 SUD

Owner: Ernst & Young U.S. LLP

Country	Trademark	ApplicationNo	RegistrationNo	DisplayIntClass
United States of America	AABSCAST	75/302,064	2162101	35
United States of America	AABSCRUISER	75/300,664	2162093	35
United States of America	AABSTRACTS	75/260,410	2165537	16
United States of America	ACCELERATED ANALYSIS	76/287,050		35,42
United States of America	ACHIEVING PLAN EXCELLENCE	75/260,153	2306383	35
United States of America	ADVICE MANAGEMENT SOLUTIONS	76/287,070		9,36,41
United States of America	AIMM	75/618,301	2294539	35
United States of America	ALLIANCE FOR GLOBAL MOBILITY	75/223,372	2191841	35,41
United States of America	ANSWERS YOU CAN ACT ON	75/625,560		35,36,42
United States of America	ATAD	75/027,526	2086946	42
United States of America	ATTRIBUTE PROFILER	76/278,888		9,35
United States of America	BASIS BOOSTER	75/637,420	2304322	35

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United States of America	BRIDGING THE GAP BETWEEN BUSINESS AND LAW	75/553,404	2378585	35,42
United States of America	CBK	75/228,909	2134230	35,38
United States of America	CBK and Design	75/229,300	2134234	35,38
United States of America	COMPLIANCE LEVERAGING	76/102,464		9,35,41
United States of America	COMPLIANCE PLUS	75/266,148	2185089	36
United States of America	COMPLIANCEE DGE	76/247,567		41
United States of America	CONVERSION VALUE ANALYSIS	75/207,216	2457520	35
United States of America	CST	75/220,353	2455618	35
United States of America	CUSTOMS OPTIMIZATION PROGRAM	75/838,300	2379749	35
United States of America	CYBER PROCESS CERTIFICATIO N	75/649,453		
United States of America	DEFENDING YOUR SITE	76/256,246	niminasinasininka minimina minimina sira ara ara maka ya sa	41
United States of America	E&Y BRIGHT FUTURE ON- LINE	75/314,112	2,461,984	9,36
United States of America	E&Y BRIGHT FUTURE PROGRAM	75/438,880		41,42

United States of America	E&Y TRACS	75/044,853	2093611	9
United States of America	EARLY YES	76/287,130	e paragona de la companio de la com	35,42
United States of America	EASSURANCE SOLUTIONS	75/761,845	er eg noord ee ster is een volkalikeel gewone deel is it strein met v	35
United States of America	ECF REMOTE	75/594,565	ete ete en	35
United States of America	ECONOMIC WEB	75/419,374		35
United States of America	EDEFENSE	75/809,789	2447544	35
United States of America	E-HEALTH FELLOWSHIP	75/872,469	and the second s	41
United States of America	ENCORE	75/358,321	2195803	35
United States of America	ENERGIZE	75/546,807	2274486	16
United States of America	ENERGYFILE	75/263,174	2149276	16
United States of America	ENERGYSMAR T	75/149,337	2106788	9
United States of America	ENTREPRENEU R OF THE YEAR	73/749,392	1587164	41
United States of America	ENTYRON	75/263,127	2191505	37,42
United States of America	ENTYRON and Design	75/397,539	2221543	42
United States of America	EQUIPWARE	76/095,775		36

United States of America	ERISK SOLUTIONS	75/809,791		35
United States of America	ERNIE	75/118,652	2101095	35
United States of America	ERNIE and Design	75/122,478	2055428	35
United States of America	ERNIE PROFWATCH	75/546,805	2285306	35
United States of America	ERNIE TRENDWATCH	75/289,850	2301257	35
United States of America	ERNST & YOUNG	73/814,535	1660031	35,36
United States of America	ERNST & YOUNG	74/178,227	1764124	9,16,35,36,41
United States of America	ERNST & YOUNG CENTER FOR BUSINESS KNOWLEDGE	75/133,251	2113703	35,38,39
United States of America	ERNST & YOUNG CPA CONNECTION ALLIANCE	76/296,513		9,35,36,41
United States of America	ERNST & YOUNG LLP LEAP LEARNING ENVIRONMENT TO ACCELERATE PERFORMANC E	75/555,432	Parameter en en Parameter (1. 1994) es continuente en parameter (1. 1994) en	9,41,42
United States of America	ERNST & YOUNG VALUE ALLOCATOR	76/355,459	rekisanjah di ili Perus dengan dalah merengan kalalan di erekis yang dalah merengan di Penu	9,35,36

United States of America	ERNST & YOUNG WEALTH MANAGEMENT SOLUTIONS	76/364,370		35,36
United States of America	ERNSTITUTES	76/287,128		35,41,42
United States of America	ERP INTEGRITY	75/809,790		35
United States of America	ESECURITY SOLUTIONS	75/809,788		35
United States of America	ESTRUCTURE PLATFORMS	75/895,712	2412554	35
United States of America	EXCELERATE TO WIN	75/931,528	2426967	35,36,42
United States of America	EXPRESS TRANSFER PRICING	75/665,945	2416463	35
United States of America	EXTREME HACKING	76/256,248		41
United States of America	EXTREME HACKING (Stylized)	76/256,247		41
United States of America	EY (Stylized)	74/178,228	1739535	9,16,35,36,41
United States of America	EY ANALYZE	76/196,177		9
United States of America	EY CAPTURE	75/833,831		9
United States of America	EY DISCOVER	75/746,579	2541110	9

United States of America	EY FINANCIAL PLANNER LINE	76/278,343	न्यात्र वर्षात्र वर्षाः । १४ . १९८८ में वर्षात्र विकास स्वति विकास करते हो व्यवस्थित्य के निर्माणकार एक निर्माण	35,36
United States of America	EY GLOBALTRAK	75/851,796		35
United States of America	EY LOSS LIMITATION MAXIMIZER	75/422,056	2266544	35
United States of America	EY METHODS OPTIMIZER	75/154,399	2184697	35
United States of America	EY PEOPLECAST	75/256,858	2186819	35
United States of America	EY TAXCAST and Design	75/193,733	2157682	35
United States of America	EY TAXSITE	75/629,641	2365992	9
United States of America	EY.COM/THOU GHTCENTER	76/091,105		35
United States of America	EY/AART	75/300,665	2162094	35
United States of America	EY/AWS	75/436,225	2296852	9
United States of America	EY/DECIDE	74/690,156	2130939	36
United States of America	EY/GEMS	75/075,025	2052444	9
United States of America	EY/PASSPORT	75/044,851	2074523	9
United States of America	EY/POWERFSC	75/185,928	2194155	9

United States of America	EY/POWERSOU RCE	74/704,466	2116652	9
United States of America	EYE ON COMMUNITY	75/530,555	2269077	35
United States of America	EYE.ON	75/405,565	2243868	35
United States of America	EYE.ON and Design	75/405,556	2243867	35
United States of America	EYFLIGHT	75/872,466	2493468	9
United States of America	EYNOW	78/057996		35
United States of America	EYNOW ERNST & YOUNG NATIONAL OFFICE WEST TRANSACTION EXCELLENCE and Design	76/296,523	onauma analusere e rome us a vere sente esta esta esta esta esta esta esta es	35
United States of America	EYTRUST	75/441,499	2240637	9
United States of America	FACTOR IT	75/148,877	2124409	35
United States of America	FAST FOCUS	76/287,129		35,42
United States of America	FIRE-UP	75/696,400	2405747	36
United States of America	FROM THOUGHT TO FINISH	75/595,235	2415091	35
United States of America	FROM THOUGHT TO FINISH	76/207,890		35,36,42

United States of America	FS2	75/661,494	2335489	35
United States of America	FS2 and Design	75/661,493	2319470	35
United States of America	FUTURE WEALTH EXPECTATION S	75/856,576		36
United States of America	FUTUREWEAL TH	75/931,527	2483739	36
United States of America	FWE	75/857,531		36
United States of America	GEMS	75/746,578		35,36
United States of America	GLOBAL INCENTIVE COMPENSATIO N REPORTER	74/617,332	1994602	16
United States of America	GLOBAL TAX OPERATE	76/247,564	n Politik (p. 1184). Ilianian karatari in prantsa ti pragrafiana di iliania karatari	35
United States of America	Globe Design	76/287,051		35,41,42
United States of America	GTP2	75/879,838		35
United States of America	GTPDOC	75/879,837		35
United States of America	HEALTHCARE TAX RISK MANAGER	75/868,120	2458810	35
United States of America	IMPACT ACTIVATE. ALIGN. ACCELERATE.	75/324,516		35

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United States of America	INNOVATIVE SOLUTIONS FOR THE SPECTRUM OF CONFLICT	76/336,624		42
United States of America	INTAX VALUE ANALYSIS	75/235,737	2226614	35
United States of America	INTELLIGENT BUSINESS SERVICES	76/173,180	and the second section of the second section of the second section of the second section of the second section	allegen en general de en
United States of America	INTERNATION AL MOBILITY 2000	75/218,376	2179454	35
United States of America	INVENTORY VALUE FINDER	75/436,243	2209278	35
United States of America	INVESTOR EXCHANGE	75/792,521	n 1997 ga kalamatan menonakan dikenterakan pendiangan dan dianggan 1997 ga kepadan minin	36
United States of America	INVESTOR VALUE EXCHANGE	75/895,716	and and the constitution of the constitution o	35
United States of America	IPO SUCCESS	75/289,870	2206216	35
United States of America	IPO TRANSFORMA TION	75/256,857	2219562	35,41
United States of America	LEADERSHIP IN WORLDWIDE ASSIGNMENT SOLUTIONS	75/223,371	2193130	35,41
United States of America	LEARN-PLAN- ACT-REVIEW	75/613,173		41
United States of America	LEGACY AWARDS	75/002,490 9	2045557	41
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United States of America	LITIGATION ADVISORY SERVICES and Design	76/336,620		42
United States of America	L-SAC	75/364,194	2207083	9,35
United States of America	MANAGING CONFLICTS IN A COMPETITIVE WORLD	76/355,457	i Ti Si Ai. Si Si Sinis Aik 2 in Sinis ka 22 in Sinis ka 22 in Sinis ka 20 in Sinis ka 20 in Sinis Aik 20 in S	36
United States of America	MARK IT	75/284,348	2137518	35
United States of America	MAXIMIZER	75/422,050	2266543	35
United States of America	MERGERS & ACQUISITIONS THOUGHT LEADERSHIP ROUNDTABLE	75/806,122		41
United States of America	Miscellaneous Design (circles)	75/301,913	2144782	42
United States of America	Miscellaneous Design (Sun Design)	75/528,318	n i dan pirapan dan da kamanda karan da karan d	36,41,42
United States of America	MONEYOPOLIS	75/423,135	2293500	42
United States of America	NET FUTURE EXPECTATION S	75/732,072	2478474	36
United States of America	NET FUTURE OPPORTUNITE S	75/732,073	and the first of the second	36

United States of America	NFE	75/732,074		36
United States of America	NFO	75/732,050		36
United States of America	OPERATE ADVISORY SERVICES	76/302,592	n en	9,35
United States of America	OPTION IT!	75/455,846	2296907	36
United States of America	OPTIONADVAN TAGE	75/719,305	en er er en	36
United States of America	OPTIONLAB	75/729,554		36
United States of America	OPTIONTHINK	75/719,306	an kanana ar erona one, 1949 - Say i Sobre debala de el transmitta e ero erona sa	36
United States of America	OVERAGE	75/320,633	2153914	35
United States of America	PEOPLE POINT	76/290,078		35,41,42
United States of America	PLAN THE LIFE YOU DREAM!	76/359,129		16,35,36
United States of America	PLUGGED IN	75/314,522	2433782	16
United States of America	POSITIVE METRICS COMPLIANCE	76/215,567	na primate virini i marie masse di cure e con e discontra de de la compania de la compania de la compania de l	9,35,41
United States of America	POWER482	75/541,325	2369986	$oldsymbol{9}$
United States of America	POWERSTEPS	75/637,421	2366007	9
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United States of America	RESEARCH FOR QUALITY AND VALUE	76/215,566		9,35,41
United States of America	PROSPER	74/591,519	1962923	9
United States of America	PTVA	75/343,626	2162246	35
United States of America	QUARTERCAST	76/296,524		9,16,35
United States of America	RISK GALAXY	76/317175	a ringat, nga nga ngangganggan nanggan nganggan nganggan nganggan nganggan ng	35
United States of America	RISK UNIVERSE	75/585,776	2424457	35
United States of America	S.P.A.C.E.	75/533,072	2267333	35
United States of America	SAVE-INVEST- PROTECT	75/396,542	त्र के प्रतिकार के रूप विशेषकार स्थाप राज्य राज्य राज्य है । इस विशेषक विशेषक विशेषक विशेषक विशेषक विशेषक विशेषक	9,16,36
United States of America	SCOUT INCENTIVES	75/560,803	2468745	35
United States of America	SCOUTWORKS	75/939,317	Andria e esta mana mestama en	35
United States of America	SMART/OPS	75/839,042		35
United States of America	SOLUTIONS EXPRESS	75/224,880	2,449,395	35
United States of America	SST	75/637,422	2462393	35
United States of America	TAX ENABLED IMPLEMENTAT ION	75/212,484	2181617	35,42

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United States of America	TAX FUNCTION INNOVATION	^N 75/186,078	2125287	35,42	
United States of America	TAX OPERATE	76/247,568	THE OPERATOR SETTING THE PLANT HANDS SET OF PROPER PROPERTY OF THE PROPERTY OF	35	***************************************
United States of America	TAXCRUISER	75/124,012	2184610	42	***************************************
United States of America	TAXDRIVER	76/302,591	orysta (Pastonionionionista (Pastonionionionionionioniosis) (Pastonios) (Pastonios) (Pastoniosis) (Pastoniosis	9,42	******
United States of America	TAXSMART	75/863,334		9	<u>च्या प्रशंकात्म</u>
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United States of America	THE CENTER FOR STRATEGIC TRANSACTION S	75/220,363	2146872	35	Ay is Utolica
United States of America	THE CFO'S CHOICE	76308779	enteren en e	36	************
United States of America	THE DEALS THAT MAKE A DIFFERENCE	75/002,489	1995717	41	
United States of America	THE LEADER IN TRANSFER PRICING	75/280,083	2180267	35	***************************************
United States of America	THE PROFIT LINE	73/482417	1325752	16	
United States of America	THOUGHT CENTER	75/916,621	2497811	35	
United States of America	TOTAL COMMUNITY VALUE	75/797,147		35,36	***************************************

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United States of America	TPTADVANTAG E	75/541,356	2433934	35
United States of America	TRANSACTION COST ANALYZER	75/422,051	2289684	35
United States of America	TRANSACTION EVALUATOR	76/278,883	ak pa sakara yera galaba da da sakara nakabunung peraken pagunah bebasara da sebahan kabun	9,35
United States of America	TRANSACTION MODELING TOOLS	76/287,126	ellist alla propriation i Parent Social (1994) e Propriation alla propriet e Parent (1994) e	9
United States of America	TREATING LITIGATION AS A BUSINESS PROCESS	75/553,590	2348199	35,42
United States of America	TRUST SLINGSHOT	76/293,638		35
United States of America	VALUE JOURNEY	75/289,851	2200578	35
United States of America	VENTURE INSIGHTS	75/507,291	2253732	16
United States of America	WEB AWS	75/436,249	2298873	g
United States of America	WHAT BUSINESS NEEDS TO SOLVE BUSINESS CONFLICTS	76/355,458		42
United States of America	WHAT EXECUTIVES ON THE GO NEED TO KNOW	75/424,104	2262522	16

United States of America	WORLD ENTREPRENEU R OF THE YEAR	76/202,893		41
United States of America	YOUR ONLINE BUSINESS CONSULTANT	75/118,645	2072906	35

Dated 27 December 2001

Ernst & Young LLP,

Ernst & Young U.S. LLP

and

EYGN Limited

Assignment of Name Rights by Ernst & Young LLP and Ernst & Young U.S. LLP

LINKLATERS
One Silk Street
London EC2Y 8HQ

Telephone: (44-207) 456 2000 Facsimile TRADE MARK

REEL: 2552 FRAME: 0950

Assignment of Name Rights by Ernst & Young LLP and Ernst & Young U.S. LLP

THIS ASSIGNMENT is made on 27 December 2001

BETWEEN

- (1) Ernst & Young LLP, a limited liability partnership organized under the laws of Delaware, U.S.A., having its principal place of business at 787 Seventh Avenue, New York ("E&Y LLP (US)");
- (2) Ernst & Young U.S. LLP, a limited liability partnership organized under the laws of Delaware, U.S.A having its principal place of business at 787 Seventh Avenue, New York ("E&Y U.S.", E&Y LLP (US) and E&Y U.S. collectively, "E&Y/US"); and
- (3) EYGN Limited, a company incorporated under the laws of the Bahamas having its registered office at One Montague Place, East Bay Street, Nassau, Bahamas ("EYGN").

WHEREAS

E&Y/US have agreed to assign all of their rights and interests in and to the Name Rights, as defined below, to EYGN subject to the reservation of a license to E&Y/US, as set out below,

IT IS AGREED as follows:

1 Interpretation

In this Assignment:

- 1.1 the following words and expressions have the meanings respectively ascribed to them, unless the context otherwise requires:
 - "Affiliate" means any corporation, partnership or other entity, or organization of whatever nature, however and wherever organized or constituted, which is controlled directly or indirectly by either or both of E&Y/US;
 - "EY!" means Ernst & Young International Limited, a company incorporated under the laws of the Cayman Islands; and
 - "Name Rights" means all rights and interests, in any jurisdiction, that E&Y/US may have to and in:
 - 1.1.1 the name "Ernst & Young" and any abbreviations or variations thereof;
 - the logos in Schedule 1 and any logo which is being or has been used in conjunction with the name "Ernst & Young";
 - 1.1.3 words, symbols or styles (whether registered or not) which are being or have been used to identify EYI or E&Y/US or the member firms of EYI;
 - 1.1.4 the registered trade marks and applications for registration listed in Schedule 2;
 - 1.1.5 any other trademarks or indicia owned by E&Y/US by virtue of registration and/or at common law; and
 - 1.1.6 the goodwill of the business which is symbolized by the above.

2 Assignment

- 2.1 For good and valuable consideration, receipt of which is hereby acknowledged, E&Y/US hereby assign to EYGN the Name Rights and shall assign to EYGN each of the trade mark applications pending in the United States listed in Schedule 2 as soon as reasonably possible after the relevant statement of Allegation of Use is filed with the U.S. Patent and Trademark Office, subject to the reservation of a license in the form of Schedule 3.
- 2.2 This Assignment shall include the right for EYGN to bring proceedings against any third party in respect of the Name Rights (including proceedings against any third party for future infringement of the Name Rights or for unfair competition or for otherwise infringing the Name Rights).
- 2.3 This Assignment shall be subject to:
 - 2.3.1 pre-existing express licenses of the Name Rights, including, without limitation, licenses granted pursuant to a master agreement dated 28 February 2000, between Cap Gemini S.A., E&Y LLP (US), E&Y U.S., each accredited partner of E&Y LLP (US) and E&Y U.S., and the Joining International Entities (as defined therein) and any joinder agreement entered into pursuant to the said master agreement; and
 - 2.3.2 all licenses granted prior to the date of this Assignment to Affiliates and other member firms of EYI, whether written, oral or implied.

3 Correction of Schedule 2

The intention of the parties is to include in Schedule 2 all registered marks and applications for registration owned by E&Y/US on the date of this Assignment. To the extent that any such registrations or applications for registration have been omitted, the parties agree to their addition to Schedule 2 upon their being identified.

4 Further assurance

E&Y/US agree to execute such documents and provide such assistance as may be reasonably required by EYGN to obtain the full benefit of the assignment set out above.

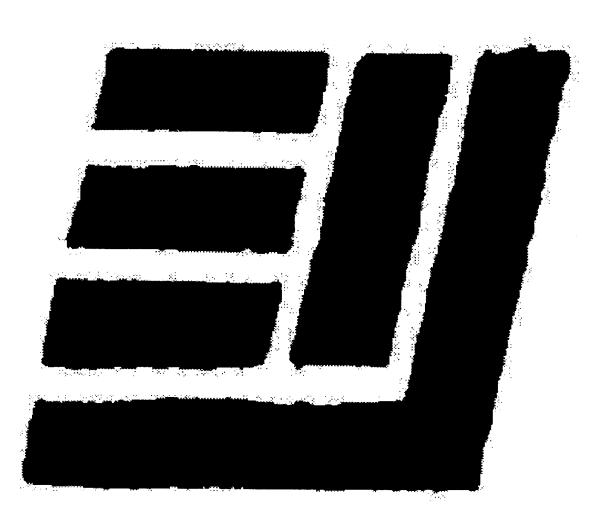
5 Whole agreement and variation

- This Assignment and the documents to which it refers contains the whole agreement between the parties relating to the subject matter of this Assignment at the time hereof.
- 5.2 No variation of this Assignment shall be effective unless in writing and signed by or on behalf of each of the parties.

6 Governing law and arbitration

- 6.1 This Assignment shall be governed by and construed in accordance with the laws of the State of New York, U.S.A..
- Any and all disputes arising out of or in connection with this Assignment (including the validity, scope and enforceability of this Clause 6) shall be resolved in accordance with the procedures set out in clause 10 of the joining agreement entered or to be entered into between (inter alia) Ernst & Young Global Limited, a company limited by guarantee incorporated in England having

	its registered office-at-Devonshire-House, Mayfair Place London ("EYG") and E&Y LLP (US) relating to E&Y LLP (US) becoming a member of EYG.						
,	No agency						
	The parties are not partners or joint venturers. Neither party is entitled to act as the other's agent and neither party shall be liable for any representation, act or omission of the other of whatever nature.						
	-	the parties on the date set out on the front sheet hereto.					
For ar	nd on behalf of Ernst & Young L	LP					
Signat	ure:						
Vame	of Signatory:						
Title:							
Signat	end on behalf of Ernst & Young Lature: of Signatory:	JAMES S. TURLEY CHAIR					
Signa	· t	The Contract of the Contract o					



Schedule 2 - Registered Marks —————————	
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002479/0868 PAGE 7

APPLICATION NUMBER: 76336620

REGISTRATION NUMBER:

FILING DATE: 11/13/2001

ISSUE DATE:

MARK: LITIGATION ADVISORY SERVICES

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 76355457

FILING DATE: 01/04/2002

ISSUE DATE:

MARK: MANAGING CONFLICTS IN A COMPETITIVE WORL

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75806122
REGISTRATION NUMBER:

FILING DATE: 09/22/1999

ISSUE DATE:

MARK: MERGERS & ACQUISITIONS THOUGHT LEADERSHI

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75528318 FILING DATE: 07/30/1998

REGISTRATION NUMBER:

ISSUE DATE:

MARK:

DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 75732073 FILING DATE: 06/18/1999

ISSUE DATE:

MARK: NET FUTURE OPPORTUNITES

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75732074 FILING DATE: 06/18/1999 REGISTRATION NUMBER: ISSUE DATE:

REGISTRATION NUMBER:

MARK: NFE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75732050 FILING DATE: 06/18/1999 REGISTRATION NUMBER: ISSUE DATE:

MARK: NFO

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76302592

FILING DATE: 08/20/2001

ISSUE DATE:

REGISTRATION NUMBER:

MARK: OPERATE ADVISORY SERVICES

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 75719305

FILING DATE: 06/02/1999

ISSUE DATE:

MARK: OPTIONADVANTAGE

REGISTRATION NUMBER:

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

RECORDED: 07/05/2002

TRADEMARK
_REEL: 2552 FRAME: 0957

1...11