

10-31-2002

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



HEET
/

To the Honorable Comm.

102266968

attached original documents or copy thereof.

1. Name of conveying party(ies):

Personnel Decisions International Corporation

10-29-02

- Individual(s)
- General Partnership
- Corporation-MN
- Other
- Association
- Limited Partnership

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

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

Name: ePredix Holdings, Inc.

Internal Address: Suite 3500

Street Address: 225 South 6th Street

City Minneapolis State MN ZIP 55402

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Designation must be a separate document from Assignment
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 01/18/2002

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

A. Trademark Application No.(s) 76/046602

B. Trademark registration No.(s) 2250165, 2077903

Additional numbers attached? Yes No

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

Name: Scott P. Sullivan

Internal Address: Fredrikson & Byron, P.A.

4000 Pillsbury Center

Street Address: 200 Six Avenue South

City: Minneapolis State: MN ZIP 55402-1425

6. Total number of applications and registrations involved: 3

FINANCE SECTION
JAN 18 2002 PM 2:57

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page by deposit account)

01/31/2002 LMUELLER 00000022 76046602

01 FC:8521 40.00 DP
02 FC:8522 50.00 DP

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.

John C. Pickerill
Name of Person Signing

Signature

09/18/2002
Date

Total number of pages including cover sheet, attachments and document: 3

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

TRADEMARK ASSIGNMENT

This Trademark Assignment is made as of January 18, 2002 pursuant to that certain Acquisition Agreement by and between Personnel Decisions International Corporation, a Minnesota corporation (hereinafter "Assignor") and ePredix Holdings, Inc., a Delaware corporation (hereinafter "Assignee"), said Acquisition Agreement being hereby incorporated herein in its entirety by reference.

WHEREAS, Assignor is the owner of certain trademarks, trademark applications, and trademark registrations associated with the Specified Intellectual Property, Specified Products, and Specified Content as described in the Acquisition Agreement (the "Marks"), including, but not limited to, those trademarks, trademark applications, and trademark registrations listed on Exhibit A hereto; and

WHEREAS, Assignor desires to assign the Marks to Assignee pursuant to the Acquisition Agreement and Assignee desires to acquire the Marks and the applications and registrations therefor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title, and interest in and to the Marks for the United States and throughout the world, together with the goodwill of the business associated therewith and the applications and registrations thereof, as set forth on Exhibit A hereto.

This Assignment includes all rights in the nature of trademark, service mark, and trade name rights, as well as the right to sue for past infringement by any third party.

This Assignment is subject to all provisions, representations, and warranties as set forth in the Acquisition Agreement. Assignor agrees to execute such documents as Assignee may deem necessary from time to time to evidence and/or perfect Assignee's rights hereunder, including specifically, recordal and application documents.

PERSONNEL DECISIONS
INTERNATIONAL CORPORATION

By: *Cynthia E. Marsh*
Print Name: CYNTHIA E. MARSH
Title: CEO

Subscribed and sworn to before me
this 18 day of January, 2002.

Theresa A. Synowczynski
Notary Public

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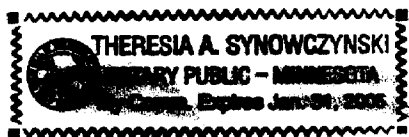


EXHIBIT A

Unregistered Trademarks

EADVISOR

Trademark Applications

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>
EADVISOR	U.S.	76/046602	May 11, 2000
EADVISOR	European Union	1939099	November 6, 2000
EADVISOR	Canada	107991500	October 20, 2000

Registered Trademarks

<u>Mark</u>	<u>Country</u>	<u>Registration No.</u>	<u>Registration Date</u>
DEVELOPMENTOR (stylized)	U.S.	2250165	June 1, 1999
DEVELOPMENTOR	U.S.	2077903	July 8, 1997
DEVELOPMENTOR	European Union	692418	May 10, 1999
DEVELOPMENTOR	Canada	TMA520988	January 4, 2000