

12-10-2002



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102306034

To the Honorable Commissioner of Patents and Trademarks, 102306034 and original documents or copy thereof.

1. Name of conveying party(ies): 12.5.02
 Conseco, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation—State Indiana
 Other _____

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

2. Name and address of receiving party(ies):
 Name: ExlService Holdings, Inc.
 Internal _____
 Address: _____
 Street Address: 201 Main Street, Suite 2415
 City: Fort Worth State: TX Zip: 76102

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation – State Delaware
 Other _____

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) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 11/14/02

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/429,766
76/429,767

Additional number(s) attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Claudine Meredith-Goujon
 Internal Address: Paul, Weiss, Rifkind, Wharton & Garrison
 Street Address: 1285 Avenue of the Americas
 City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (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.

Claudine Meredith-Goujon Claudine Meredith-Goujon 12/05/02
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 7

12/09/2002 09:08:00 00000213 76429766

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

01 FC:0521
02 FC:0522

40.00 OP
25.00 OP

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT dated as of November 14, 2002, made by Conseco, Inc., an Indiana corporation ("Assignor"), in favor of ExlService Holdings, Inc., a Delaware corporation ("Assignee").

WHEREAS Assignor is the applicant of the trademark applications listed on Schedule 1 attached hereto for the goods and/or services identified therein (the "Marks").

WHEREAS Assignee desires to acquire the Marks and any and all goodwill associated with the Marks;

WHEREAS, pursuant to the Stock Purchase Agreement, dated as of November 8, 2002, by and among Oak Hill Capital Partners, L.P., a Delaware limited partnership ("Oak Hill"), Financial Technology Ventures (Q), L.P., a Delaware limited partnership, and certain of its affiliates which are signatories thereto (collectively, "FT"), Assignor and Assignee, Assignor agreed to assign all right, title and interest in and to the Marks and any and all goodwill associated with the Marks to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, assigns, and otherwise conveys to Assignee, all of Assignor's right, title, and interest in and to the following:

1. each of the Marks;
2. the goodwill of the business symbolized by and associated with the Marks;
3. that portion of Assignor's business in connection with which it has a bona fide intent to use those Marks that were filed on an intent-to-use basis and for which an Amendment to Allege Use or a Statement of Use has not yet been filed and accepted by the relevant Trademark Office or other governing authority; and
4. all rights to proceeds of the foregoing, including, without limitation, any claim by Assignor against third parties for past, present, or future infringement of the Marks.

Assignor has caused this Trademark Assignment to be duly executed and authorized as of the date hereof.

CONSECO, INCORPORATED

By: Ruth A. Fattori
Name: Ruth A. Fattori
Title: Executive Vice President

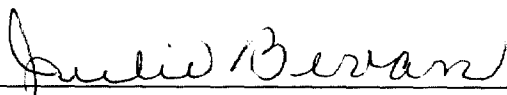
SCHEDULE 1

TRADEMARKS AND SERVICE MARKS

Mark	Application No.	Filing Date
EXL	76/429,766	July 9, 2002
EXL and Design	76/429,767	July 9, 2002

STATE OF INDIANA)
 : ss.:
COUNTY OF HAMILTON)

On this 14th day of November, 2002, before me personally came Ruth Fattori, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that she is the Executive Vice President of Conseco, Inc.; she signed the instrument in the name of Conseco, Inc.; and she had the authority to sign the instrument on behalf of Conseco, Inc.



Notary Public **JULIE BEVAN, Notary**
 Residence: Hamilton County
 My Commission Expires 12/28/06