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102335091

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 1-13-03
Parekh, Deep

10-21-02

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

Additional names(s) of conveying party(ies) Yes No

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

Name: PlanCentral, Inc.

Internal Address: _____

Street Address: 95 Morton Street

City: New York State: NY ZIP: 10014

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 1, 2000

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

A. Trademark Application No.(s)

| | |
|------------------|------------------|
| <u>76/001470</u> | <u>76/001426</u> |
| <u>76/001431</u> | <u>76/001405</u> |
| <u>76/001427</u> | <u>76/036053</u> |

Additional numbers

B. Trademark Registration No.(s)

Yes No

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

Name: Michael Schwarz

Internal Address: _____

Street Address: 243 Main Street

Suite 230

City: New Paltz State: NY ZIP: 12561

6. Total number of applications and registrations involved:..... 6

7. Total fee (37 CFR 3.41):.....\$ \$165.00

Enclosed PTO-2038

Authorized to be charged to deposit account

8. Deposit account number: _____

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.

Michael Schwarz *Michael Schwarz* 10.17.02

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

4

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

THIS ASSIGNMENT is entered into as of May 1, 2000, by and between Deep Parekh ("Assignor"), a citizen of India residing at 7 Lakepoint Drive, New Milford, Connecticut 06776, and PlanCentral, Inc., a Delaware corporation ("Assignee"), having a place of business at 7 Lakepoint Drive, New Milford, Connecticut 06776.

IN CONSIDERATION of the sum of one dollar and other good and valuable consideration, the receipt and sufficiency of which the Assignor hereby acknowledges, the Assignor and the Assignee hereby agree:

1. "Trademarks" means the following trademarks and service marks:

- a. PLANCENTRAL
- b. LINK&PLAN
- c. KNOW&PLAN
- d. PLUG&PLAN
- e. SETUP&PLAN
- f. ASK&PLAN
- g. Miscellaneous design trademarks and service marks.

2. "Trademark Applications" means the following applications to register the trademarks and service marks filed in the United States Patent and Trademark Office:

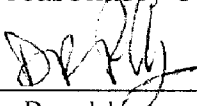
- a. PLANCENTRAL Serial No. 76/001470 filed on 3/16/2000
- b. LINK&PLAN - Serial No. 76/001431 filed on 3/16/2000
- c. KNOW&PLAN - Serial No. 76/001427 filed on 3/16/2000
- d. PLUG&PLAN - Serial No. 76/001426 filed on 3/16/2000
- e. SETUP&PLAN - Serial No. 76/001405 filed on 3/16/2000
- f. ASK&PLAN - Serial No. 76/036053 filed on 4/27/2000

3. The Assignor hereby assigns to the Assignee all of the Assignor's right, title and interest in and to the Trademarks and the Trademark Applications and all goodwill

associated therewith as well as the entire business of the Assignor to which the Trademarks and the Trademark Applications pertain.

4. The Assignor shall, for no additional consideration, execute and deliver to the Assignee in a form reasonably prescribed by the Assignee, all documents needed to register the assignment of the Trademarks, the Trademark Applications and any registrations which result from the Trademark Applications. The Assignor shall, for no additional consideration, execute such further documents and other papers and perform such other acts as may reasonably be necessary to carry out the assignment.

ASSIGNOR: _____


Deep Parekh

ASSIGNEE: PlanCentral, Inc.

By: DEEP PAREKH

Name and Title

CHAIRMAN + CEO