

11-05-2003

Form PTO-1594 (Rev. 03/01) 11-3-03 RI



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

102593016

Tab settings

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

1. Name of conveying party(ies):

McCabe & Associates, Inc.

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

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

2. Name and address of receiving party(ies)

Name: McCabe Acquisition Company, Inc.

Internal

Address:

Street Address: 200 Centerville Road, Suite 12

City: Warwick State: RI Zip: 02886

- 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: 10/27/2003

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

A. Trademark Application No.(s) 76373360
76373359

B. Trademark Registration No.(s) 1687651; 2202731
2207552; 2253217; 2206835

Additional number(s) attached Yes No

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

Name: Lisa Perusse Billone

Internal Address: Goulston & Storrs, P.C.

Street Address: 400 Atlantic Avenue

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41) \$ 190.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Lisa Perusse Billone

Name of Person Signing

Signature

10/30/2003

Date

Total number of pages including cover sheet, attachments, and document: 4

OFFICE OF PATENT RECORDS
2003 NOV -3 PM 4: 25
FINANCE SECTION

11/04/2003 LMUELLER 00000048 76373360

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

01 FC:0521
02 FC:0522

40.00 DP
150.00 DP

TRADEMARK
REEL: 002863 FRAME: 0289

TRADEMARK ASSIGNMENT

WHEREAS, McCabe & Associates, Inc., a Delaware corporation (the "Assignor"), has adopted and used certain trademarks, trade names, logos, and service marks, as set forth on Exhibit 1 attached hereto (the "Marks"); and

WHEREAS, pursuant to the Asset Purchase Agreement dated as of September 26, 2003 (the "Purchase Agreement"), as amended by the Assignment Agreement, dated October 27, 2003, McCabe Acquisition Company, Inc. (the "Assignee") has agreed to acquire the Marks and any and all registrations thereof from Assignor; and

WHEREAS, the execution of this Trademark Assignment by Assignor is one of the obligations of Assignor pursuant to the Purchase Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged:

Assignor does hereby assign, sell and transfer unto the Assignee, free and clear of all liens and other encumbrances, all right, title and interest in and to the Marks, together with (a) any and all registrations of and applications to register the Marks, to the extent such Marks exist, (b) the goodwill of the business symbolized by and associated with the Marks and any registrations thereof, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or any registrations thereof or such associated goodwill.

Assignor hereby appoints each officer or other authorized representative of Assignee as Assignor's true and lawful attorney-in-fact ("Attorney-in-Fact"), with full power of substitution, for Assignor and in its name, place and stead and on its behalf and for its use and benefit to execute and deliver all documents and instruments in such form and with such substance and to take all actions on behalf of Assignor that such Attorney-in-Fact deems necessary, advisable or appropriate in order to transfer to and vest in Assignee all of the foregoing rights in the Marks and to otherwise effectuate the assignment set forth herein, including without limitation any filings with the U.S. Patent and Trademark Office that may be necessary to reflect Assignee's title to the Marks.

[Signatures on next page]

IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal, on this 27th day of October, 2003.

McCABE & ASSOCIATES, INC.

By: [Signature]
Name: Gerard F. Fleury
Title: President, CEO, Secretary

STATE OF Virginia)
) ss.
COUNTY OF Fairfax)

On this the 27th day of October, 2003 before me appeared Gerard F. Fleury, the person who signed this instrument, who acknowledged that he is the Pres., CEO, Sec. of McCabe & Associates, Inc. and that being duly authorized he signed such instrument as a free act on behalf of McCabe & Associates, Inc.

[Signature]
Notary Public
My commission expires:

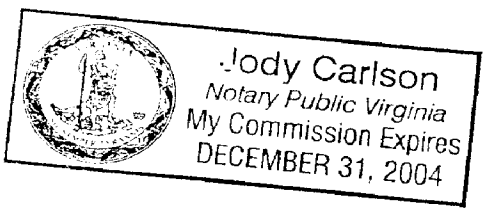


Exhibit 1

<u>Mark</u>	<u>Type</u>	<u>Registration/Serial No.</u>
M & McCabe Associates	Trademark – name and design	1687651
TRUEtrack	Trademark	2202731
TRUEchange	Trademark	2207552
TRUE Software	Trademark	2253217
TRUE	Trademark – name and design	2206835
Release Rocket	Trademark	76373360
Release Rocket	Trademark	76373359