

03-17-2004



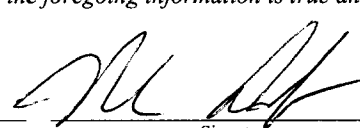
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TRADEMARK 102697006

OVER SHEET

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

<p>1. Name of conveying party(ies): ZC Real Estate Tax Solutions Limited</p> <p>Type of Entity: Corporation of Delaware</p> <p>Additional names(s) of conveying party(ies) attached? No</p>	<p>2. Name and Address of receiving party(ies): ZC Sterling Corporation 210 Interstate North Parkway, Suite 400 Atlanta, Georgia 30339</p> <p>Type of Entity: Corporation of Delaware</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: --- </p> <p>Additional name(s) & address(es) attached? No</p>
<p>3. Nature of Conveyance: Assignment</p> <p>Execution Date: March 3, 2004</p> <p>4.A. Trademark Application No(s):</p>	<p>B. Trademark Registration No.(s) 2,207,669</p> <p>Additional numbers attached? No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p>	<p>6. Total number of documents involved: 1</p>
<p>OSTROLENK, FABER, GERB & SOFFEN, LLP 1180 Avenue of the Americas New York, New York 10036-8403</p>	<p>7. Total fee (37 CFR 3.41): \$ 40.00</p> <p>Enclosed as part of Check No. 16133</p> <p><small>In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.</small></p>
<p>DO NOT USE THIS SPACE</p>	
<p>8. <i>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.</i></p> <p>Marc A. Lieberstein  March 10, 2004</p> <p>_____ Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: 2</p>	

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT

WHEREAS, ZC Real Estate Tax Solutions Limited, a corporation, organized and existing under the laws of Delaware, and doing business at:

210 Interstate North Parkway, Suite 400
Atlanta, Georgia 30339

(hereinafter called the Assignor), has adopted and is using a mark which is the subject of a registration in the U.S. Patent and Trademark Office, as follows:

Reg. No. : 2,207,669
Mark : NEVER SAY NO
Issued : December 1, 1998

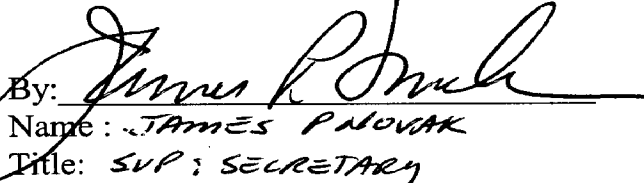
AND, WHEREAS, ZC Sterling Corporation, a corporation organized and existing under the laws of Delaware, whose principal office and place of business is:

210 Interstate North Parkway, Suite 400
Atlanta, Georgia 30339

(hereinafter called the Assignee), is desirous of acquiring said mark, and the registration thereof;

NOW, THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee all of its rights, title and interest in and to the said mark, together with the goodwill of the business symbolized by the mark, and the registration thereof.

ZC Real Estate Tax Solutions Limited

By: 
Name : JAMES P. NOVAK
Title: SUP; SECRETARY

MARCH 3, 2004

[Date]