

FORM PTO-1594
(Rev. 5-99)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0551-0011 (exp. 4/94)

Atty Docket No. L9090/056959

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

1. Name of conveying party(ies):

FRANCHISE SOLUTIONS CORP.

- Individuals(s)
- General Partnership
- Corporation-State - Delaware
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: 01-31-2005

2. Name and address of receiving party(ies)

Name: **FRANCHISE SOLUTIONS, INC.**

Internal Address:

Street Address: **875 Greenland Avenue**

City: **Portsmouth** State: **NH** Zip: **03801**

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional names(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 1,850,850 **FRANCHISE SOLUTIONS & Design**

Reg. No. 2,506,248 **123BIZOPS**

Reg. No. 2,706,994 **ENTREPROFILE**

Additional numbers attached? Yes No

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

Name: **William H. Brewster**

Internal Address: **Kilpatrick Stockton LLP**

Street Address: **1100 Peachtree St., Suite 2800**

City: **Atlanta** State: **GA** Zip: **30309**

6. Total number of applications and registrations involved: **3**

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

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

11-0860

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.

Alex S. Fonoroff
Name of Person Signing


Signature

2-14-05
Date

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

CH \$90.00 110860 1850850

ASSIGNMENT OF UNITED STATES TRADEMARKS/SERVICE MARKS

KNOW ALL MEN BY THESE PRESENTS, that FRANCHISE SOLUTIONS CORP., a Delaware corporation ("Assignor"), has adopted, used and is using the following trademarks and/or service marks (collectively, the "Marks") which are registered in or the applications for which are pending with the United States Patent and Trademark Office:

MARK	REGISTRATION NO./ (APPLICATION NO.)	REGISTRATION DATE/ (FILING DATE)
FRANCHISE SOLUTIONS and Design	1,850,850	August 23, 1994
123BIZOPS	2,506,248	November 13, 2001
ENTREPROFILE	2,706,994	April 15, 2003

Assignor hereby assigns and transfers to FRANCHISE SOLUTIONS, INC., a Virginia corporation, all of Assignor's right, title and interest in and to the Marks, including all registrations thereof and/or applications with respect thereto, together with all of the goodwill of the business in connection with which the Marks are used, and any and all rights of action for infringements thereof and otherwise with respect thereto.

This instrument is executed and delivered pursuant to, and for the consideration provided in, an Asset Purchase Agreement dated as of January 31, 2005.

IN WITNESS WHEREOF, this instrument has been signed on behalf of Assignor as of January 31, 2005.

FRANCHISE SOLUTIONS CORP.

By: [Signature]
Name: John Long
Title: CEO

ATTEST:

[Signature]
Name: RODNEY A. TILLINGHAST
Title: DIRECTOR OF FINANCE

STATE OF New York)
CITY/COUNTY OF Bennington) to wit:

I, Barbara J. Wood a Notary Public, do hereby certify that on this 28th day of January, 2005, personally appeared before me, John Land, who, being by me first duly sworn, declared that he/she is the CFO of FRANCHISE SOLUTIONS CORP., that he/she signed the foregoing document as CFO of the corporation, and that the statements herein contained are true.

Barbara J. Wood
Notary Public

BARBARA J. WOOD
Notary Public, State of New York
No. 01CH5040970
Qualified in Saratoga County
Commission Expires: March 27, 2007

(SEAL)

My commission expires: 3/27/07