

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Stirling Group Limited		05/23/2005	CORPORATION: UNITED KINGDOM
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Headworx Limited		
<b>Street Address:</b>	44 Castle Gate Nottingham		
<b>City:</b>	Nottinghamshire		
<b>State/Country:</b>	UNITED KINGDOM		
<b>Postal Code:</b>	NG1 7BJ		
<b>Entity Type:</b>	CORPORATION: UNITED KINGDOM		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2927087	HEADWORX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)554-8015		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312-554-8000		
<b>Email:</b>	kjl@pattishall.com		
<b>Correspondent Name:</b>	Sanjiv Sarwate/Pattishall McAuliffe et.		
<b>Address Line 1:</b>	311 S. Wacker Drive		
<b>Address Line 2:</b>	Suite 5000		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	Robert W. Sacoff		
<b>Address Line 1:</b>	311 S. Wacker Drive		
<b>Address Line 2:</b>	Suite 5000		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606		

CH \$40.00 2927087

**TRADEMARK**

**REEL: 003111 FRAME: 0829**

NAME OF SUBMITTER:	Sanjiv Sarwate
Signature:	/Sanjiv D. Sarwate/
Date:	06/28/2005
Total Attachments: 1 source=2927087#page1.tif	

USA

**ASSIGNMENT**

WHEREAS, Stirling Group Limited, a United Kingdom limited company located and doing business at Atlantic Street, Broadheath, Altrincham, Cheshire WA14 4FY, United Kingdom ("Assignor"), owns all right, title, and interest in and to the trademark identified on Schedule A (the "Assigned Trademark"), together with the goodwill symbolized by and associated with the Assigned Trademarks; and

WHEREAS, Headworx Limited, a United Kingdom limited company located and doing business at 44 Castle Gate Nottingham, Nottinghamshire, NG1 7BJ United Kingdom ("Assignee") desires to acquire all of Assignors right, title, and interest in and to the Assigned Trademark, together with the goodwill symbolized by and associated with the trademark.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor assigns to Assignee all of its right, title, and interest in and to the Assigned Trademark together with the goodwill symbolized by and associated with the Assigned Trademark, and the right to sue for past infringement. The undersigned warrants that he or she has the authority to execute this Assignment on behalf of Assignor.  
Stirling Group Limited

By: 

Name: PETER GRENVILLE RUSBY

Title: FINANCE DIRECTOR

Date: 23 May 2005

186893v1

Schedule A

Assigned Trademark

Mark Reg. No./ Serial No.

~~HEADWORX~~ Reg. No 2927087 HEADWORX