

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Convergys CMG Utah, Inc.		03/04/2010	CORPORATION: UTAH

**RECEIVING PARTY DATA**

Name:	NorthgateArinso Inc.
Street Address:	6625 The Corners Parkway
Internal Address:	Suite 400
City:	Norcross
State/Country:	GEORGIA
Postal Code:	30092
Entity Type:	CORPORATION: GEORGIA

Name:	Northgate Information Solutions Limited
Street Address:	Peoplebuilding 2, Peoplebuilding Estate, Maylands Avenue
City:	Hemel Hempstead, Hertfordshire
State/Country:	UNITED KINGDOM
Postal Code:	HP2 4NW
Entity Type:	CORPORATION: UNITED KINGDOM

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	3432628	GLOBAL WORKFORCE INTEGRATOR

**CORRESPONDENCE DATA**

Fax Number: (212)949-1690  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (212) 697-3750  
 Email: dbk@kirschsteinlaw.com  
 Correspondent Name: David B. Kirschstein  
 Address Line 1: 425 Fifth Avenue, 5th Floor

CH \$40.00 3432628

**900175451**

**TRADEMARK  
 REEL: 004308 FRAME: 0506**

Address Line 4: New York, NEW YORK 10016-2223

ATTORNEY DOCKET NUMBER:

GLOBAL WORKFORCE

DOMESTIC REPRESENTATIVE

Name: David B. Kirschstein

Address Line 1: 425 Fifth Avenue, 5th Floor

Address Line 4: New York, NEW YORK 10016-2223

NAME OF SUBMITTER:

David B. Kirschstein

Signature:

/David B. Kirschstein/

Date:

11/02/2010

Total Attachments: 7

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**MASTER PURCHASE AGREEMENT**  
**AMONG**  
**CONVERGYS CUSTOMER MANAGEMENT GROUP INC.,**  
**CONVERGYS CORPORATION,**  
**CONVERGYS LEARNING SOLUTIONS INC.,**  
**CONVERGYS CMG UTAH, INC.,**  
**and**  
**NORTHGATEARINSO, INC.**  
**AND**  
**NORTHGATE INFORMATION SOLUTIONS LIMITED**

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**Dated as of March 4, 2010**

## MASTER PURCHASE AGREEMENT

Master Purchase Agreement, dated as of March 4, 2010 (this "*Agreement*"), by and among Convergys Customer Management Group Inc., an Ohio corporation ("*CCMG*"), Convergys Corporation, an Ohio corporation ("*Convergys*"), Convergys Learning Solutions Inc., a Delaware corporation ("*CLS*"), Convergys CMG Utah, Inc., a Utah corporation ("*CMG Utah*") (each of CLS, CCMG, Convergys, and CMG Utah, a "*Seller*", and together, the "*Sellers*") and NorthgateArinso, Inc., a corporation organized under the laws of the State of Georgia (the "*Purchaser*"), and, Northgate Information Solutions Limited ("*NISL*").

WHEREAS, the Sellers and their Affiliates are, directly or indirectly, engaged in, among other things, the business of providing human resource outsourcing solutions, including benefits administration, compensation, human resource administration, learning, payroll administration, performance management, recruiting and sourcing services, for large companies and governmental entities (the portion of such business conducted by the Sellers or their Affiliates with the Purchased Assets and the assets acquired pursuant to the Other Purchase Agreements, referred to herein as the "*Business*");

WHEREAS, the Sellers desire to sell to the Purchaser and the Purchaser desires to purchase from the Sellers certain assets related to the Business upon the terms and conditions contained in this Agreement in connection with the purchase by Purchaser and its Affiliates of the Business of the Sellers and their Affiliates (the "*Transaction*"); and

WHEREAS, Affiliates of the Sellers will be selling to Affiliates of the Purchaser other assets of the Business pursuant to various other stock and asset purchase agreements.

NOW, THEREFORE, in consideration of the representations, warranties, covenants and agreements contained in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, on the terms and subject to the conditions of this Agreement, the parties hereto hereby agree as follows:

### ARTICLE I DEFINITIONS

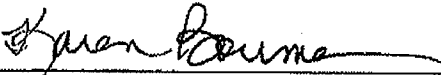
1.01 Definitions. As used herein, the following terms have the meanings set forth below:

"*Affiliate*" of any Person means another Person that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, such first Person. For purposes of this definition, "control" (including, with correlative meanings, the terms "controlled by" and "under common control with"), as used with respect to any Person shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by Contract or otherwise.


"*Aggregate Assigned Contribution Margin*" means the sum of the Contribution Margin allocated to each Customer Contract on Schedule 2.07 of the Seller Disclosure Schedules that has been assigned to the Purchaser as of the date of the applicable Covered Loss.

IN WITNESS WHEREOF, the Sellers and the Purchaser have duly executed this Agreement as of the date first written above.


CONVERGYS CUSTOMER MANAGEMENT  
GROUP INC.

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

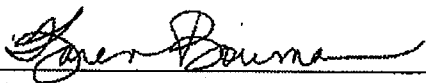
CONVERGYS CORPORATION

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

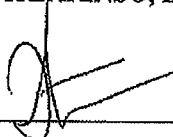
CONVERGYS LEARNING SOLUTIONS INC.

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CONVERGYS CMG UTAH, INC.

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

NORTHGATEARINSO, INC.

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

NORTHGATE INFORMATION SOLUTIONS  
LIMITED



By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Schedule 2.01(d)  
Business Intellectual Property

**Business Intellectual Property** includes:

LEARNING

1. L5 Learning Management System and the associated coding
  - a) L5 Manager (L5 Administration, L5 Reporting/Analysis), including customer-specific customizations
  - b) L5 Learning Delivery System (L5 Desktop, L5 Sales, L5 Learning Environments, Content Engines: Simulation, Performance Support and Certification)
  - c) L5 Developer (L5 Open Deploy, L5 Revise, L5 E-Briefings Producer)
  - d) L5 AICC Connector
  - e) L5 Gateway
  - f) L5 SCORM (Sharable Content Object Reference Model) Producer
  - g) L5 Tutor System
  - h) L5 Administrative Support Tools
  - i) L5 & JDS Databases (learner and learning administrator information, course content).
  - j) Customer Specific L5 Adapters (various)
  - k) L5 Delivery engine (this technology is on track to be phased out, but currently supports current customers).
2. e-Learning Architecture (aka Java Delivery Systems)
  - a. Manager, Learner, Tutor, Connector
3. Horn Interactive/DigitalThink/Convergys Simulation Engine
4. Collaborative Review System (Jira configurations and L5 integration).
5. Development Technology and all associated source code including action scripts.
  - a. RAPP Rapid Authoring toolset
6. Patents/Patent Applications
  - a. System and Method for Simulating Business Conversation and Supporting Activity
    - i. U.S. Patent Application 11/423,438
      - o Filed 6/10/06
      - o Assignee – Utah
      - o UNPUBLISHED
    - ii. U.S. Patent Application 11/538,052
      - o Filed 10/2/06
      - o Assignee – Utah
      - o UNPUBLISHED
  - b. Simulating Training Scenarios (S/M for)
    - i. U.S. Patent Application 10/740,054
      - o Based on US-Provisional 60/435,160 filed December 20, 2002
      - o PCT/US03/40705 abandoned July 2008.
  - c. Creating Interactivity Components with Externalized Content (a.k.a. Flash XML) (S/M for)

- i. U.S. Patent Application 11/311,531
  - o Based on US Provisional 60/636,892 (filed 12/17/2004)
  - o Filed 12/19/2005
  - o Abandoned 7/09/2009

HRM

1. Subject to any rights retained by the Sellers pursuant to the Retained Business Maintenance Agreement, operational materials, models, design documents, and templates related to the Business, including Taxonomies/Process Maps comprised of Visio documents, powerpoints, and word processing documents, which provide high level work flows for the processes and subprocesses tied to the Business' services, and training materials solely and specifically created for the Business or used by the Business solely and specifically for a Customer Contract.
2. e-Case – Workflow and Service Issue tracking tool. This was developed utilizing (but not incorporating) common Open Source tools/platforms including JAVA and Google Web Toolkit.
3. e-HR – benefits administration election tool for APAC region.
4. Data Connectivity Toolset (DCTS) – This was developed utilizing common Open Source tools including Google Web Toolkit.
  - a. Payslip Viewer – This was developed utilizing common Open Source tools including Google Web Toolkit.
5. International Voice-Over Network Architecture (IVONA) Wrapper – Bundle of scripts for JAVA-based services wrapper around the Asterisk open-source PBX (India only).
6. SAP-based core frameworks for portal solution (supports service-oriented architectures) including the BSP framework, PCR framework, and ALV reports framework.
7. Patents
  - a. System and Method for Document and Data Validation
    - ii. U.S. Patent #7,451,394
      - o Granted 11/11/08
      - o Assignee – Convergys CMG Utah
8. Patent Applications
  - a. Method and System for Processing and Tracking Payroll Data (a/k/a Data Capture Tool)
    - iii. U.S. Patent Application #10/870,731
      - o Filed 6/17/04
      - o Assignee – CMG
      - o Abandoned 2/03/2010
9. PeopleSoft Modules (software created to more easily input people into the PeopleSoft system)
10. Trademarks (including goodwill associated therewith)

GLOBAL WORKFORCE INTEGRATOR	Canada	00	1,269,704	TMA695,066
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GLOBAL WORKFORCE INTEGRATOR	European Community	35	004430567	004430567
GLOBAL WORKFORCE INTEGRATOR	United States of America	35	78/513,778	3,432,628
DIGITALTHINK	European Community	41	1669316	1669316
DIGITALTHINK	United States of America	41	75/156,983	2,149,778
DIGITALTHINK SMART COMPANIES GET IT	United Kingdom	41	2233284	2233284