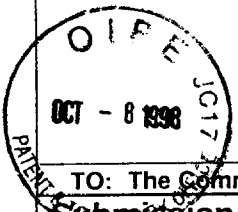


10-19-1998



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_

Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger *MRD*  
*10-8-98* Effective Date  
Month Day Year **09 15 1998**

Change of Name

Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name **U.S. Relocation Services, Inc.** Execution Date  
Month Day Year **09 15 1998**

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization **Delaware**

Receiving Party

Mark if additional names of receiving parties attached

Name **The Provident Bank, as Agent**

DBA/AKA/T/A \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) **One East Fourth Street**

Address (line 2) **7th Floor**

Address (line 3) **Cincinnati** **Ohio** **45202**  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization **Ohio**

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

10/16/1998 TTOM11 00000188 75415620

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FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 1800 FRAME: 0793

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name Kimberley S. Smith

Address (line 1) Keating, Muething & Klekamp, P.L.L.

Address (line 2) One East Fourth Street

Address (line 3) 1800 Provident Tower

Address (line 4) Cincinnati, Ohio 45202

**Correspondent Name and Address**

Area Code and Telephone Number (513) 579-6953

Name Kimberley S. Smith

Address (line 1) Keating, Muething & Klekamp, P.L.L.

Address (line 2) One East Fourth Street

Address (line 3) 1800 Provident Tower

Address (line 4) Cincinnati, Ohio 45202

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

# 6

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

75415620		


**Number of Properties**

Enter the total number of properties involved.

# 1

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Laura L. Warren

Name of Person Signing

Signature

October 7, 1998

Date Signed

## ASSIGNMENT OF TRADEMARKS

WHEREAS, U.S. Relocation Services, Inc. with its chief executive office at 1801 California #2740 Denver, Colorado 80202 ("Assignor"), has acquired, adopted and used, and is using, the trademarks listed on Schedule 1 attached hereto and made a part hereof; and

WHEREAS, Assignor and THE PROVIDENT BANK, as Agent, an Ohio banking corporation, having its principal office at One East Fourth Street, Cincinnati, Ohio 45202 ("Assignee"), have entered into that certain Amended and Restated Loan and Security Agreement by and between Assignor, and Assignee as agent for various Lenders listed on Schedule 1 attached to the Amended and Restated Loan and Security Agreement dated of even date herewith (the "Loan Agreement"), by which Assignee has acquired security interests in said trademarks and the applications or registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, does hereby grant, transfer, assign and convey a security interest to Assignee in all rights, titles and interests in and to the said trademarks, together with the goodwill of the business symbolized by the trademarks, and in the registrations or applications for registration thereof.

Assignor further covenants and warrants to Assignee:

- (a) that Assignor is the sole and exclusive owner of the trademarks and all rights comprised in the trademarks and has the full authority to make this assignment;
- (b) that the trademarks have not heretofore been pledged, hypothecated or otherwise encumbered, except such encumbrances as have been released on or before the date hereof, and are in all aspects free and clear of any encumbrances;
- (c) that the validity of the trademarks has never been questioned;
- (d) that Assignor has not entered into any contract or made any commitment that will or may impair Assignee's rights hereunder; and
- (e) that the trademarks and all rights comprised in the trademarks shall not be licensed or assigned in any manner without the prior written consent of Assignee.

THIS ASSIGNMENT OF TRADEMARKS SHALL BE DEEMED TO HAVE BEEN MADE IN THE STATE OF OHIO AND SHALL BE INTERPRETED AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO DETERMINED IN ACCORDANCE WITH

APPLICABLE FEDERAL LAW AND THE INTERNAL LAWS OF THE STATE OF OHIO, APPLICABLE TO AGREEMENTS EXECUTED, DELIVERED AND PERFORMED THEREIN.

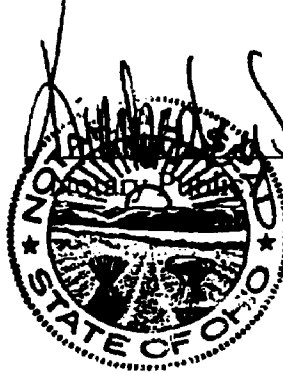
IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment of Trademarks as of this 15th day of September, 1998.

U.S. Relocation Services, Inc. a Delaware corporation

By: \_\_\_\_\_  
Name: Henry A. Roth  
Title: Secretary

STATE OF Ohio )  
COUNTY OF Hamilton ) SS:

On this 15th day of September, 1998, before me personally appeared Henry A. Roth, the secretary of U.S. Relocation Services, Inc., who signed this instrument and acknowledged that he signed it as a free act on behalf of the limited liability company.



KIMBERLEY S. SMITH  
Notary Public, State of Ohio  
My Commission Expires Dec. 6, 2001

SCHEDULE 1  
To Assignment of Trademarks

SCHEDULE 4.20

To Asset Based Loan and Security Agreement

INTELLECTUAL PROPERTY

The following is a list of all Trademarks and licenses of such of borrowers, as required pursuant to this schedule:

Cooperative Resource Services, Inc.

Trademarks

HOMEPOOL (Reg. #1,768,826);  
WISEBUYS (Reg. #1,712,089.)

Cooperative Resource Services, Ltd.

Trademarks

CASH BUYERS MORTGAGE (75/240796, pending);  
CYBERTUNITIES (Reg. #2,132,316);  
EXECUMOVE (75/301955, notice of allowance issued 6/23/98);  
FASTRACK (filed 8/5/98 - no serial no. given yet);  
FLEXFEE (Reg. #2,182,901);  
ONEMOVE (filed 8/5/98 - no serial no. given yet);  
OPTICHOICE (search pending);  
OPTIMOVE (search pending);  
PROSOURCE (75/219773, approval by trademark office; opposition filed 2/2/98);  
SELFSELL (75/257125, pending; published for opposition 6/30/98);  
UNBUYOUT(Reg. #2,142,300);  
VIRTUAL APPRAISAL (search pending.)

Corporate Transfer Service, Inc.

Trademarks

RELOCATION IS OUR ONLY BUSINESS (Reg. #1,700,011)

US Relocation Services, Inc.

Trademarks

WHAT A DIFFERENCE; ART OF RELOCATION (75/415620; filed 1/1/98; Pending);  
U.S. RELOCATION SERVICES, INC. (authorized to be filed by company);

The process for trademarking the stationary logo has begun.

Trademark Licenses

U.S. Relocation Services, Inc has received permission from Underwriters laboratories to use the mark "URL"