

MKA 5-11-99

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

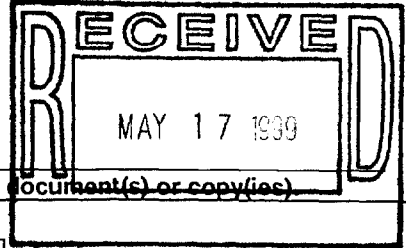
05-21-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101042751

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
- Change of Name
- Other

Effective Date
Month Day Year
05 06 99

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
05 04 99

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

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FOR OFFICE USE ONLY

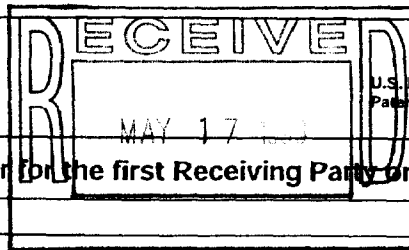
01 FC:481
02 FC:482

40.00 OP
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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

TRADEMARK
REEL: 001899 FRAME: 0417



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

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)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

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.

Carol R. Kirchick
Name of Person Signing

Carol R. Kirchick
Signature

5/12/99
Date Signed

ASSIGNMENT OF TRADEMARKS, TRADE NAMES AND SERVICEMARKS

THIS ASSIGNMENT is made as of and effective May 6, 1999 by and between Automatic Data Processing, Inc., ("Assignor"), a Delaware corporation and sole stockholder of Merrin Financial - ADP Incorporated, a New York corporation ("Merrin"), and The MacGregor Group, Inc., a Delaware corporation with its principal place of business at 4 Liberty Square, 4th Floor, Boston, MA 02109 ("Assignee").

Merrin and Assignee are parties to a Purchase and Sale Agreement of even date herewith, pursuant to which Merrin sold certain of its assets to Assignee. Assignor, as sole stockholder of Merrin, agrees to assign to Assignee, among other things, the trademarks, trade names, service marks, and logos set forth on Schedule A attached hereto (the "Marks"), registrations or applications for registration of which have been filed, as indicated on said Schedule.

IN CONSIDERATION of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignor assigns to Assignee all of its right, title, and interest in and to the Marks, together with (a) the registration applications for the Marks, (b) all goodwill symbolized by and associated therewith and with the registration applications thereof, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or the registration applications thereof or such associated goodwill.

2. Assignee accepts the foregoing assignment of the Marks, and the registration applications therefor.

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**SCHEDULE A
TO
ASSIGNMENT OF TRADEMARKS, TRADE NAMES AND SERVICE MARKS**

<u>Pending Trademark Applications</u>	<u>Country</u>	<u>Serial Number</u>	<u>Filing Date</u>
COMPALERT	U.S.	SN 75/518448	7/14/98
RULEEXPERT	U.S.	SN 75/489326	5/21/98