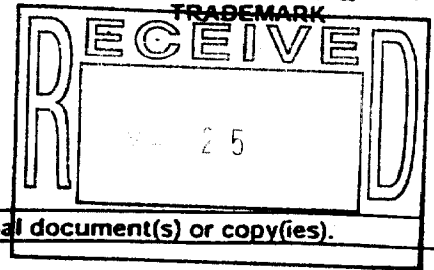


06-02-1999



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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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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)

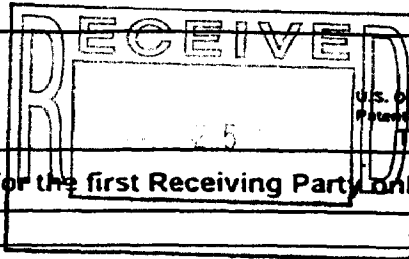
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments 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:
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TRADEMARK
REEL: 001904 FRAME: 0610



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)

| | | | | | | |
|---------------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| <input type="text" value="75653851"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

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.

James F. Donato

5/24/99

Name of Person Signing

Signature

Date Signed

EXECUTION COPY

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made and entered into this 11th day of May, 1999, by and between Robert C. Hacker, an individual ("Assignor"), and Foote, Cone & Belding Worldwide L.L.C., a Delaware limited liability company ("Assignee").

WHEREAS, pursuant to a certain Asset Purchase Agreement dated as of May 7, 1999 (the "Purchase Agreement") by and between Assignee, Assignor and The Hacker Group, Ltd. ("Hacker Group") and Jo Anne Hacker, Assignee has agreed to purchase substantially all of the assets of the Hacker Group and the Hacker Group has agreed to cause the same to be transferred, assigned and contributed to Assignee;

WHEREAS, Assignor individually owns the trademarks listed on Schedule A attached hereto and incorporated herein, together with all federal applications therefor (collectively, the "Marks"); and

WHEREAS, pursuant to the Purchase Agreement, Assignor desires to assign and transfer to Assignee all of its right, title and interest in and to the Marks in connection with the sale of assets from the Hacker Group to Assignee and Assignee is desirous of acquiring the same;

NOW, THEREFORE, for the foregoing recited consideration and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee all of its right, title and interest in and to the Marks, together with the good will of the business symbolized by the Marks, the right to sue for past infringement thereof and the registrations and applications for registration therefor. Assignor does further consent to the recordation of this assignment by Assignee with the Commissioner of Patents and Trademarks.

IN WITNESS WHEREOF the Assignor has executed this Assignment as of the date first written above.


ROBERT C. HACKER

SCHEDULE A

POWERTEST

Serial No. 75/653,851

Filed March 4, 1999

POWERTESTING

Common Law

CHECKTEST

Common Law

CHECKTESTING

Common Law

CHECK ZONE

Common Law