

02-21-2002



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594 R
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Financial Planning Resources, Inc.
2-14-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Florida**
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: **Professional Direct Agency, Inc.**
Internal Address: _____
Address: _____

Street Address: **401 South Tryon Street, 11th Floor**
City: **Charlotte** State: **NC** Zip: **28288**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Ohio**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **December 31, 2001**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/647,371

B. Trademark Registration No.(s)
2,048,743 1,541,869
2,158,052

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Edward M. Prince**
 Internal Address: _____

Alston & Bird LLP
 Street Address: **North Building, 10th Floor**
601 Pennsylvania Avenue, N.W.
 City: **Washington** State: **DC** Zip: **20004**

6. Total number of applications and registrations involved: **4**

7. Total fee (37 CFR 3.41).....\$ **115.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Edward M. Prince *Edward M Prince* **February 14, 2002**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4**

02/20/2002 LHWELLER 00000153 75647371
 01 FC:481 40.00 OP
 02 FC:482 75.00 OP

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002446 FRAME: 0748

ASSIGNMENT


WHEREAS, Financial Planning Resources, Inc., a Florida corporation, having its principal place of business at 500 Willeo Creek Court, Roswell, Georgia 30075 (hereinafter referred to as "Assignor"), is the owner of the entire right, title and interest in and to the trademarks and service marks set forth in Appendix A, the goodwill of the business associated therewith and the United States registrations and application therefor;

WHEREAS, Professional Direct Agency, Inc., an Ohio corporation, having its principal place of business at 401 South Tryon Street, 11th Floor, Charlotte, North Carolina 28288-1207 (hereinafter referred to as "Assignee"), is desirous of acquiring the trademarks and service marks set forth in Appendix A, the goodwill of the business associated therewith, and the United States registrations and application therefor;

NOW, THEREFORE, Assignor, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby assigns and transfers to said Assignee, its successors, assigns and legal representatives the entire right, title and interest in and to the trademarks and service marks set forth in Appendix A, the goodwill of the business associated therewith and the United States registrations and application therefor, together with all rights of action accrued and to accrue under and by virtue hereof, including the right to sue and recover for past infringement of said trademarks and service marks.

IN WITNESS WHEREOF, Assignor, by its duly authorized officer, has caused this instrument to be signed on the date indicated below.

FINANCIAL PLANNING RESOURCES, INC.

By: 
Name: David Shapiro
Title: CEO
Date: 12/31/01

APPENDIX A

<u>Mark</u>	<u>Reg. No./Ser. No.</u>	<u>Issue Date/Filing Date</u>
VARDS	1,541,869	5/30/89
VTR	2,048,743	4/1/97
VARDS TOTAL REFERENCE	2,158,052	5/19/98
VARDS PROFILER	75/647,371	2/24/99

WDC01/86777v1