

01-27-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

102348642

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

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Micro Vision Software, Inc.

1-77 US

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other New York

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

2. Name and address of receiving party(ies)

Name: Accountants World LLC

Internal Address:

Street Address: 140 Fell Court

City: Hauppauge State: NY Zip: 11788-4360

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company (Delaware)

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: September 1, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,393,051

2,351,024; 2,274,773; 2,244,947

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Monica P. McCabe

Internal Address: Piper Rudnick LLP

Street Address: 1251 Avenue of the Americas

City: New York State: NY Zip: 10020

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

501303

DO NOT USE THIS SPACE

9. Signature.

Monica P. McCabe Name of Person Signing

Handwritten signature and date 1/22/03

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

01/24/2003 DRYNE 00000200 2393051

01 FC:8521 02 FC:8522

40.00 OP 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: 002659 FRAME: 0514

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Trademark Assignment") is made and entered into as of September , 2002, between Micro Vision Software, Inc., a New York corporation with an office located at 140 Fell Court, Hauppauge, New York 11788-4360 ("Assignor"), and Accountants World LLC, a Delaware limited liability company and majority-owned subsidiary of Assignor with an office at 140 Fell Court, Hauppauge, New York, 11788-4360 ("Assignee").

Recitals

A. Assignor is the owner of the trademarks and trademark applications in the form more fully described in Exhibit A hereto (the "Trademarks");

B. Pursuant to the terms of a certain Contribution Agreement dated as of even date herewith (the "Contribution Agreement") by and between Assignor and Assignee, Assignor has agreed to assign to Assignee all of Assignor's right, title, and interest in and to the Trademarks, together with the goodwill associated therewith; and

C. Assignee now desires Assignor to execute and deliver to Assignee this Trademark Assignment to effect the assignment of the Trademarks to Assignee in accordance with the Contribution Agreement.

Agreement

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. In connection with the Contribution Agreement, Assignor hereby sells, transfers, conveys, assigns, and sets over unto Assignee, its successors and assigns, Assignor's entire right, title and interest in and to the Trademarks together with the goodwill of Assignor's business in which the Trademarks are used and symbolized by the Trademarks, all common law and statutory rights related thereto, all rights of renewal and extension, and the right to recover for damages and profits for past infringements thereof.

2. Assignor agrees to execute and deliver such instruments of sale, transfer, conveyance, assignment and confirmation in order to effectuate the sale, transfer, conveyance and assignment to Assignee all of Assignor's right, title, and interest in and to the Trademarks.

This Trademark Assignment shall be governed by and construed in accordance with the laws of the State of New York.

{Signature page follows}

Executed as of September 1, 2002.

Assignor:

Micro Vision Software, Inc.
A New York corporation

By: CBhansali

Name: Chandra Bhansali

Title: President

State of New York)
) ss.
County of Suffolk)

Before me, a Notary Public within and for said County, personally appeared the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed on this 1 day of September 2002.

Dana Bussola-Murphy
Notary Public
DANA BUSSOLA-MURPHY
NOTARY PUBLIC, State of New York
#4986734, Qual. in Suffolk County
Commission Expires 1-16-06

EXHIBIT A

TAX RELIEF: Registered on the Principal Register, United States trademark (Registration No. 2,393,051).

PROADVISORS: Registered on the Supplemental Register, United States trademark (Registration No. 2,351,024).

ACCOUNTANT'S RELIEF: Registered on the Principal Register, United States trademark (Registration No. 2,274,773).

ACCOUNTANT'S OFFICE: Registered on the Principal Register, United States trademark (Registration No. 2,244,947).

ACCOUNTANT'S RELIEF: Registered, New York state trademark (Registration No. R28903).

ACCOUNTANT'S OFFICE: Registered, New York state trademark (Registration No. R29065).