

06-10-1999

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



101059518

RECORDATION FORM COVER SHEET
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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 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

06/10/1999 DNGUYEN 00000010 1647233
01 FC:481 40.00 OP

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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: 001910 FRAME: 0001

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"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1,647,233"/> | <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.

Michael T. Bosworth

6/4/99

Name of Person Signing

Signature

Date Signed

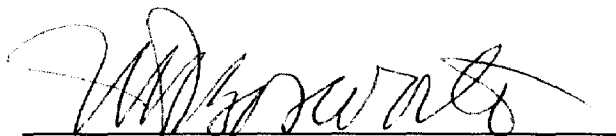
TRADEMARK ASSIGNMENT

WHEREAS Michael T. Bosworth, an individual residing in Del Mar, California (hereinafter "Assignor"), is the owner of all of the right, title and interest in and to the trademarks listed on Schedules A and B attached hereto;

WHEREAS Solutions Acquisition Corp., a Delaware corporation ("Acquisition"), having a principal place of business at 2055 Seaview, Del Mar, CA 92014, desires to acquire the aforesaid trademarks;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Acquisition, its successors and assigns, the entire right, title and interest, throughout the United States, its territories and all foreign countries, in and to the aforesaid trademarks and all United States and foreign registrations and applications for registration therefor, together with the good will of the business with which such marks are used.


IN WITNESS WHEREOF, Assignor has caused this assignment to be executed as an instrument under seal by its duly authorized officer this 4th day of June, 1999.



Michael T. Bosworth

Commonwealth of Massachusetts
County of Suffolk

On this 4th day of June, 1999, before me appeared Michael T. Bosworth, known to me to be the person who executed the foregoing instrument, and acknowledged that the foregoing instrument is his/her free act and deed.



Notary Public
My commission expires: _____

744829.1

James E. Dawson
Notary Public
My Commission expires June 8, 2001

SCHEDULE A

| TRADEMARK | FEDERAL REGISTRATION NO. | DATE GRANTED |
|------------------|-----------------------------|-----------------|
| SOLUTION SELLING | 1,647,233 | June 11, 1991 |

SCHEDULE B

| TRADEMARK | CALIFORNIA REGISTRATION NO. | DATE GRANTED |
|---------------------------------|--------------------------------|-----------------|
| SOLUTION SELLING | 035022 | August 14, 1989 |
| SOLUTION SELLING | 090233 | August 14, 1989 |
| SOLUTION SELLING | 090234 | August 14, 1989 |
| PAIN CHAIN | 051255 | April 28, 1999 |
| PAIN SHEET | 051253 | April 28, 1999 |
| 9 BLOCK VISION PROCESSING MODEL | 051256 | April 28, 1999 |
| SITUATIONAL FLUENCY PROMPTER | 051254 | April 28, 1999 |

744829.1