

07-31-2001

within borders

TRADEMARKS ONLY

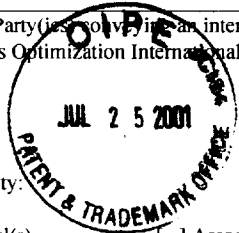
To the Honorable Commissioner of Patents and
Please record the attached original document or



ONLY

101793956

1. Name of Party(ies) having an interest:
Resources Optimization International, Inc.



07/25/01

Entity:

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation - Illinois
- Other -

2. Name and Address of Party(ies) receiving ...
Name: Empower IT, Inc.

Address: 4800 Montgomery Lane, Suite 700,
Bethesda, Maryland 20814-5341

Entity:

- Individual(s) Association
- Corporation - General Partnership Limited Partnership
District of Columbia
- Other -

Citizenship

If not domiciled in the United States, a domestic representative designation is attached:

Yes

No

(The attached document must not be an assignment)

3. Interest Conveyed:

- Assignment Change of Name
- Merger
- Other -

Execution Date - November 1, 2000

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2.137,732

5. Please mail documents back to:

James R. Menker
Pillsbury Winthrop LLP
1600 Tysons Boulevard
McLean, Virginia 22102

6. Number of applications and registrations involved: 1

7. Amount of fee enclosed: \$ 40.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 81666 / 280391
C# M#

07/31/2001 TBI AZ1 00000093 2137732
01 FC:581 40.00 DP

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.

Signature

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)	3
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Attorney: James R. Menker
Date: July 25, 2001
Atty/Sec: PWK:teh

Tel: (703) 905-2145
Fax: (703) 905-2500

TRADEMARK ASSIGNMENT

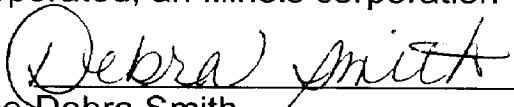
TRADEMARK ASSIGNMENT made as of November 1, 2000, by and among Resources Optimization International, Incorporated, an Illinois corporation, with its principal office at 810 Severn Avenue, Annapolis, Maryland 21403 (the "Assignor"), and Empower IT, Inc., a District of Columbia corporation, with its principal office at 4800 Montgomery Lane, Suite 700, Bethesda, Maryland 20814-5341 (the "Assignee").

The Assignor has adopted, used and is using a certain trademark, the registration of which is listed on SCHEDULE A, which is attached hereto and made a part hereof (the "Trademark"). The Assignee desires to acquire from the Assignor, and the Assignor desires to transfer to the Assignee, the Trademark and any applications or registrations therefor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor does hereby sell, assign and transfer unto the Assignee, its successors, assigns and legal representatives, the entire, full and exclusive right, title and interest in and to the Trademark, together with the good will of the business symbolized by the Trademark and any applications or registrations therefor, and the right (but not the obligation) to assert the Trademark and to collect for all past, present and future infringements, and claims for damages and the proceeds therefor, including, with limitation, license royalties and proceeds of infringement suits and all rights corresponding thereto throughout the world by reason of any past and future acts or infringement that have or may occur.

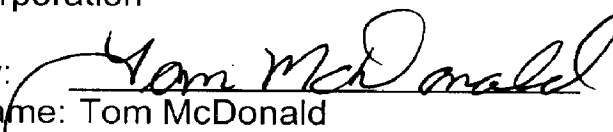
ASSIGNOR

Resources Optimization International,
Incorporated, an Illinois corporation

By: 
Name: Debra Smith
Title: President

ASSIGNEE

Empower IT, Inc., a District of Columbia
corporation

By: 
Name: Tom McDonald
Title: President

SCHEDULE A

Assigned Trademark in the United States

INFOTRAIN

Reg. No. 2,137,732