

09-07-2001



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9-7-01

To The Honorable Commissioner for Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):
Star Mountain, Inc.
 Street Address: 3601 Eisenhower Avenue, Ste. 450
 City: Alexandria
 State: VA Zip: 22304-6496

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of Delaware
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Learning Systems Sciences, Inc.
 Street Address: 11338 Moorpark Street
 City: North Hollywood
 State: CA Zip: 91602

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State of Delaware
 Other _____

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

Execution Date: Effective as of January 1, 2000

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

4. Application number(s) or Registration number(s):
 A. Trademark Application No.(s)
75/749,475

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Michael J. Clayborne, Esq.
 Internal Address: Nutter, McClennen & Fish, LLP
 Street Address: One International Place
 City: Boston
 State: MA Zip: 02110-2699

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41)..... \$40.00
 Enclosed
 Authorized to be charged deposit account

8. Deposit account number:
14-1449
 (Attach duplicate copy of this page if paying by deposit account)

09/07/2001 J11ALL012 00000037 75749475
01 FG-481 (40.00 OP)

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.

Michael J. Clayborne
 Name of Attorney

Michael J. Clayborne
 Signature

9/6/2001
 Date

Total number of pages including cover sheet:

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

TRADEMARK ASSIGNMENT

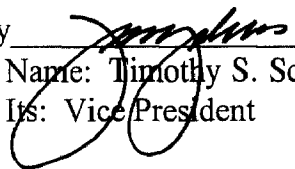
WHEREAS, Star Mountain, Inc., a Delaware corporation, having a principal place of business at 3601 Eisenhower Avenue, Suite 450, Alexandria, Virginia 22304-6496 (hereinafter "Assignor"), is the owner of all of the right, title and interest in and to the trademark, MOHR Learning, and of the United States application to register MOHR LEARNING, application number 75/749,475; and

WHEREAS, Learning Systems Sciences, Inc., a Delaware corporation, having an address at 11338 Moorpark Street, North Hollywood, CA 91602, desires to acquire the aforesaid trademark.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor confirms the sale, assignment and transfer to Assignee, its successors and assigns as of January 1, 2000 of the entire right, title and interest, throughout the United States, its territories and all foreign countries, in and to the aforesaid trademark and all United States and foreign registrations and applications for registration therefor, together with the good will of the business in connection with which such mark is used.

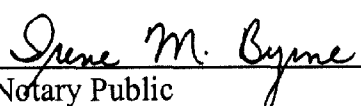
IN WITNESS WHEREOF, Assignor has caused this assignment to be executed as an instrument under seal by its duly authorized officer this 1ST day of August, 2001.

STAR MOUNTAIN, INC.

By 
Name: Timothy S. Schimkus
Its: Vice President

State of VIRGINIA
CITY ~~County~~ of ALEXANDRIA

On this 1 day of August, 2001, before me appeared Timothy S. Schimkus known to me to be the person who executed the foregoing instrument, and acknowledged that the foregoing instrument is his free act and deed.


Notary Public
My commission expires: 3-31-02