

01-15-2003



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies): M&A Integration, Inc.

1-10-03

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

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

2. Name and address of receiving party(ies) Name: Star Mountain, Inc.

Internal Address:

Street Address: 1101 King Street, Suite 500

City: Alexandria State: VA Zip: 22314

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

OFFICE OF PUBLIC RECORDS 2003 JAN 10 PM 3:50 FINANCE SECTION

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: October 1, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule A

Additional number(s) attached Yes No

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

Name: Matthew D. Hanaghan

Internal Address: Nutter, McClennen & Fish, LLP

Street Address: World Trade Center West,

155 Seaport Boulevard

City: Boston State: MA Zip: 02210

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

141449

DO NOT USE THIS SPACE

9. Signature.

Renee' Diana Sanft Name of Person Signing

Signature

1/10/03 Date

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

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

TRADEMARK REEL: 002649 FRAME: 0252

**SCHEDULE A**

<b>Registered Owner: M&amp;A Integration, Inc.</b>		
<b>Mark</b>	<b>Serial/Registration No.</b>	<b>Registration/Filing Date</b>
United States:		
M&A INTEGRATION	2,153,236	April 21, 1998

1175848.1

**ASSIGNMENT OF SERVICE MARK REGISTRATION**

WHEREAS, M&A Integration, Inc., a Georgia corporation (the "Assignor"), has executed that certain Bill of Sale dated as of October 1, 2002 (the "Bill of Sale") in favor of Star Mountain, Inc., a Delaware corporation (the "Assignee");

WHEREAS, pursuant to the Bill of Sale the Assignor has agreed to sell, transfer and assign to Assignee, any right, title and interest of the Assignors in and to the service mark listed on Schedule A attached hereto;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby sells, transfers and assigns to the Assignee, its successors and assigns, such right, title and interest, throughout the United States, its territories and all foreign countries, as the Assignor has in and to the aforesaid service mark, together with the appurtenant goodwill, and all United States and foreign registrations and applications for registration therefor.

IN WITNESS WHEREOF, Assignor has caused this assignment to be executed by its duly authorized officer effective as of October 1, 2002.

M&A INTEGRATION, INC.

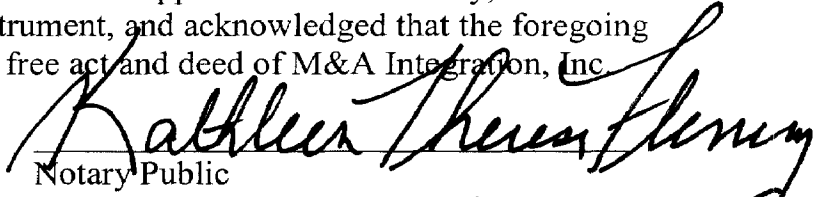
By: Janet M. Hoey  
Janet M. Hoey  
President

STAR MOUNTAIN, INC.

By: Janet M. Hoey  
Janet M. Hoey  
Assistant Treasurer

State of Massachusetts  
County of Suffolk

On this 2nd day of January, 2003, before me appeared Janet M. Hoey, known to me to be the person who executed the foregoing instrument, and acknowledged that the foregoing instrument is her free act and deed and the free act and deed of M&A Integration, Inc.

  
Notary Public

My commission expires: July 22, 2005