

01-15-2003

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



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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): Project Management Center of Excellence, 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

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 Date 1/10/03

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

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

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TRADEMARK REEL: 002651 FRAME: 0599

OFFICE OF PUBLIC RECORDS 2003 JAN 10 PM 3:55 FINANCE SECTION

SCHEDULE A

Registered Owner: Project Management Center of Excellence, Inc.		
Mark	Serial/Registration No.	Registration/Filing Date
United States:		
CE (STYLIZED LETTERS)	2,303,884	December 28, 1998

1175847.1

ASSIGNMENT OF TRADEMARK REGISTRATION

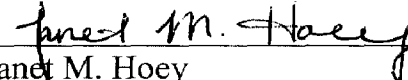
WHEREAS, Project Management Center of Excellence, Inc., a Georgia corporation (the "Assignor"), has executed that certain Bill of Sale dated as of October 1, 2002 (the "Bill of Sale") in favor of Star Mountain, Inc., a Delaware corporation (the "Assignee");

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 trademark listed on Schedule A attached hereto;

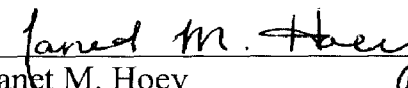
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby sells, transfers and assigns to the Assignee, its successors and assigns, such right, title and interest, throughout the United States, its territories and all foreign countries, as the Assignor has in and to the aforesaid trademark, 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.

PROJECT MANAGEMENT CENTER OF
EXCELLENCE, INC.

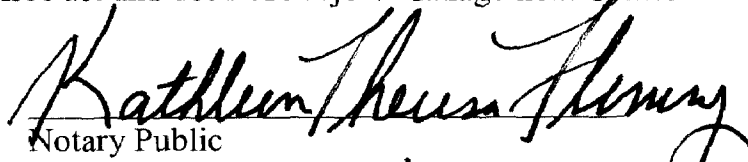
By: 
Janet M. Hoey
President

STAR MOUNTAIN, INC.

By: 
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 Project Management Center of Excellence, Inc.


Kathleen Theresa Fleming
Notary Public

My commission expires:

