

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Assignment of Trademarks | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Multimodal Applied Systems, Inc. | | 01/01/2006 | CORPORATION: NEW JERSEY |
| RECEIVING PARTY DATA | | | |
| Name: | Mercer Management Consulting, Inc. | | |
| Street Address: | 1166 Avenue of the Americas | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10036 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2287984 | MULTIRAIL | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)259-2576 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 212.408.2576 | | |
| Email: | nytmdpt@bakerbotts.com | | |
| Correspondent Name: | Doreen L. Costa | | |
| Address Line 1: | 30 Rockefeller Plaza | | |
| Address Line 4: | New York, NEW YORK 10112-4498 | | |
| ATTORNEY DOCKET NUMBER: | 078179.0000.03357 | | |
| NAME OF SUBMITTER: | Doreen L. Costa | | |
| Signature: | /Doreen L. Costa/ | | |
| Date: | 09/24/2008 | | |

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Total Attachments: 2

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ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT is made as of the 1st day of January 2006, by Multimodal Applied Systems, Inc., a New Jersey corporation, having its principal place of business at 125 Village Boulevard, Suite 270, Princeton, New Jersey 08540 (hereinafter referred to as "Multimodal").

WITNESSETH:

WHEREAS, Multimodal has adopted, used, or is using the registered and unregistered trademarks listed in the attached Schedule A (the "Trademarks"), and

WHEREAS, Multimodal and Mercer Management Consulting, Inc., a Delaware corporation (hereinafter referred to as "Mercer"), having its principal place of business at 1166 Avenue of the Americas, New York, New York 10036, have entered into an Asset Purchase Agreement dated January 4, 2006, among Multimodal, Carl Van Dyke and Mercer (the "Asset Purchase Agreement");

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Multimodal does hereby sell, assign, transfer, set over, convey and deliver to Mercer, all its right, title and interest, in, to and under the Trademarks, together with the good will of the business symbolized by the Trademarks and together with all claims for damages by reason of past infringement of or other violation of rights in the Trademarks, with the right to sue for and collect said damages;


ALL OF THE FOREGOING to be held and enjoyed by Mercer for its own use and for the use of its successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Multimodal if this transfer to Mercer had not been made;

Multimodal agrees, upon request of Mercer, to sign such documents and do such things as may be reasonably necessary and proper to enable Mercer to obtain and maintain trademark protection in the United States with respect to the Trademarks assigned herein;

AND FURTHER THAT this instrument is executed and delivered pursuant to the Asset Purchase Agreement and is subject to all representations, warranties, covenants, agreements, rights and obligations contained therein, and shall be construed in accordance with and governed by the laws of the State of New York without giving effect to the principles of conflicts of laws thereof.

Signed in New York, New York, as of this 1st day of January 2006.

MULTIMODAL APPLIED SYSTEMS, INC.

By: 
Name: Carl Van Dyke
Title: President

SCHEDULE A

TRADEMARKS

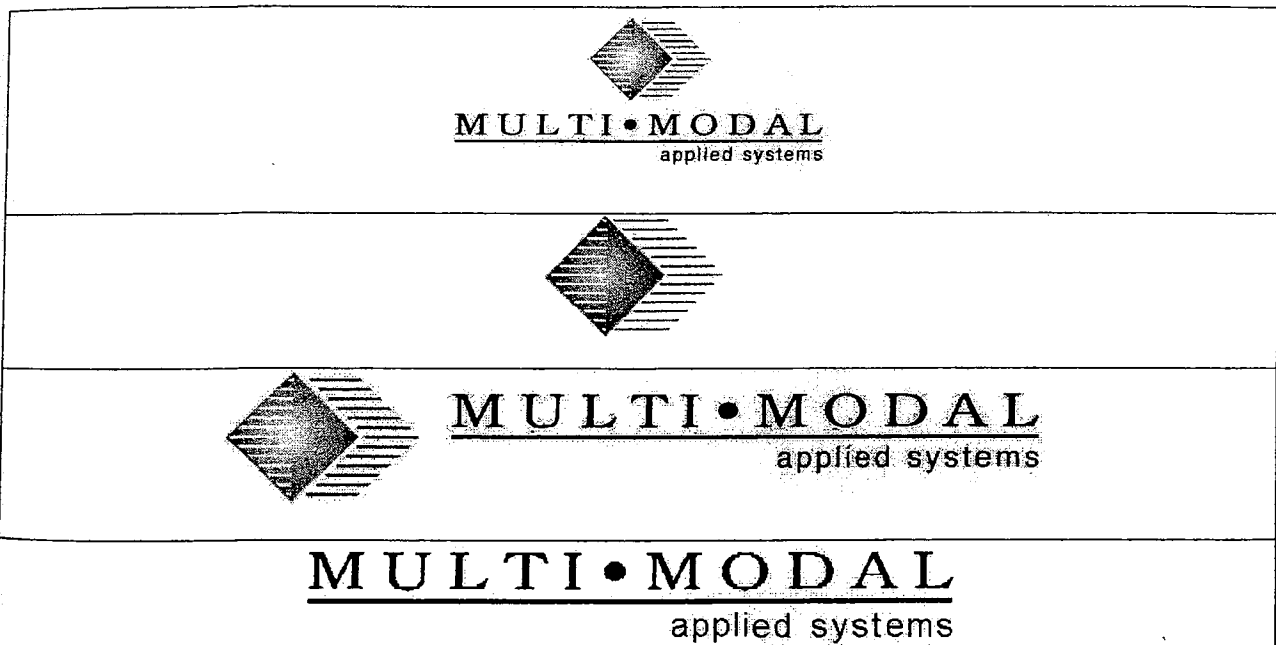
Registered Trademark

- MultiRail™ -- US Registration No. 2,287,984, issued on October 19, 1999, owned by Multimodal Applied Systems, Inc.

Unregistered Names

- MultiModal
- MultiModal Applied Systems, Inc.
- MultiModal Applied Systems (Europe), Ltd.
- FastTrack II
- MultiRail-Freight Edition
- MultiRail-Passenger Edition
- MultiRail-Enterprise Edition
- FirstClass

Unregistered Logos (previously used by Multimodal):



Unregistered Logo (currently used by Multimodal):

