

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM305342

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	NUNC PRO TUNC ASSIGNMENT		
<b>EFFECTIVE DATE:</b>	02/29/2012		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Majers Corporation	FORMERLY Vital Learning Corporation	02/29/2012	CORPORATION: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Vital Learning, LLC		
<b>Street Address:</b>	1675 Larimer Street, Suite 400		
<b>City:</b>	Denver		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80202		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: COLORADO		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3434070	HIRING WINNING TALENT	
<b>Registration Number:</b>	3434069	RETAINING WINNING TALENT	
<b>Registration Number:</b>	3434068	LEADING SUCCESSFUL PROJECTS	
<b>Registration Number:</b>	3457521	VITALEDU	
<b>Registration Number:</b>	1575682	VITAL LEARNING	
<b>Registration Number:</b>	1593946	VITAL LEARNING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Email:</b>	ip@pvwlaw.com		
<b>Correspondent Name:</b>	Mark A. Williams, Esq.		
<b>Address Line 1:</b>	17007 Marcy St., Ste. 3		
<b>Address Line 4:</b>	Omaha, NEBRASKA 68118		
<b>NAME OF SUBMITTER:</b>	Mark A. Williams		
<b>SIGNATURE:</b>	/Mark A. Williams/		
<b>DATE SIGNED:</b>	05/22/2014		
<b>Total Attachments: 13</b>			

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## ASSIGNMENT OF INTELLECTUAL PROPERTY

This ASSIGNMENT OF INTELLECTUAL PROPERTY ("Assignment") dated February 29, 2012 is given pursuant to that Asset Purchase Agreement (the "Purchase Agreement") of even date herewith between by and between MAJERS Corporation, a Nevada corporation ("Assignor") and Vital Learning, LLC, a Colorado limited liability company ("Assignee").

NOW, THEREFORE, pursuant to the Purchase Agreement, in consideration of the transactions contemplated by the Purchase Agreement and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby sells, transfers, conveys, assigns and delivers to Assignee, its successors and assigns all of Assignor's right, title and interest in and to all copyrights, trade names, trademarks, trade secrets, software, know-how and other proprietary rights and intellectual property used or useful in connection with the Business (including without limitation all rights to the "Vital Learning" name and mark) and all other intangible assets used or useful in connection with the Business and all goodwill therein and any and all patents which may be granted for said intellectual property in the United States of America, its territorial possessions, any and all foreign countries, and any and all divisions, reissues and continuations thereof, including the right to file foreign applications directly in the name of Assignee and to claim priority rights deriving from said applications to which said foreign applications are entitled by virtue of international convention, treaty or otherwise, said inventions, applications and all patents on said intellectual property to be held and enjoyed by Assignee and its successors and assigns for their use and benefit as fully and entirely as the same would have been held and enjoyed by Assignor had this assignment not been made (the "Assigned Rights"), including without limitation the assets listed on Annex B to this Assignment.

2. This Assignment is made in and shall be governed by and construed and enforced in accordance with the laws of the State of Colorado.

3. Assignor hereby agrees to cooperate in any and all efforts of Assignee necessary to register with any governmental authorities the Assigned Rights or otherwise evidence the proprietary rights of Assignee in the Assigned Rights conferred hereby and for making and prosecution of applications for patents on any Assigned Rights for litigation, or the purpose of protecting title to the Assigned Rights or patents. Assignor further agrees to cooperate in any and all efforts of Assignee necessary to effectuate the transfer of the Assigned Rights to Assignee, including but not limited to, execution and delivery of additional instruments required to effectively consummate the transactions contemplated by this Assignment, and to cooperate with Assignee, as Assignee's expense, in the protection and defense of Assignee's proprietary interest in the Assigned Rights conferred hereby.

(Signature page to follow.)

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date set forth above.

ASSIGNOR: MAJERS Corporation

By: \_\_\_\_\_

Name: AJ SCRIBANTE

Title: CEO

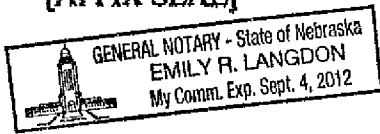
STATE OF Nebraska )

) ss:

COUNTY OF Douglas )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of February, 2012 by AJ Scribante, CEO of MAJERS Corporation, a Nevada corporation, on behalf of the corporation.

[AFFIX SEAL]




Emily R. Langdon  
Notary Public



**ANNEX B**  
**List of Assigned Rights**

TRADE NAME FILINGS IN THE UNITED STATES

Trade Name	State	Filing Date	Expiration Date
VITAL LEARNING	Nebraska	04/24/2008	04/24/2018
VITAL LEARNING	Nevada	07/07/2008	07/07/2013

APPLICATIONS AND REGISTRATIONS  
FILED WITH UNITED STATES PATENT AND TRADEMARK OFFICE

MARK	SERIAL/REGISTRATION NUMBER	DESCRIPTION	REG. DATE	NEXT DUE DATE
HIRING WINNING TALENT (AND DESIGN)  Hiring Winning Talent 	3,434,070	16: EDUCATIONAL PUBLICATIONS, NAMELY, TRAINING MANUALS IN THE FIELD OF MANAGEMENT, SUPERVISION, SALES, ADMINISTRATION AND OFFICE SKILLS.	05/27/2008	05/27/2013- 05/27/2014: FILE \$8 AND \$15

<p>LEADING SUCCESSFUL PROJECTS (AND DESIGN)</p> <p>Leading Successful Projects</p> 	<p>3,434,068</p>	<p>16: EDUCATIONAL PUBLICATIONS, NAMELY, TRAINING MANUALS IN THE FIELD OF MANAGEMENT, SUPERVISION, SALES, ADMINISTRATION AND OFFICE SKILLS.</p>	<p>05/27/2008</p>	<p>05/27/2013-05/27/2014: FILE \$8 AND \$15</p>
<p>RETAINING WINNING TALENT (AND DESIGN)</p> <p>Retaining Winning Talent</p> 	<p>3,434,069</p>	<p>16: EDUCATIONAL PUBLICATIONS, NAMELY, TRAINING MANUALS IN THE FIELD OF MANAGEMENT, SUPERVISION, SALES, ADMINISTRATION AND OFFICE SKILLS.</p>	<p>05/27/2008</p>	<p>05/27/2013-05/27/2014: FILE \$8 AND \$15</p>
<p>PROOFAMATICS</p>	<p>1,193,963</p>	<p>16: EDUCATIONAL MATERIALS FOR INSTRUCTING AND TRAINING SECRETARIES, PROOFREADERS, AND OTHERS DEALING WITH PRINTED COMMUNICATIONS, FOR DEVELOPING AND IMPROVING PROOFREADING SKILLS-NAMELY, BOOKS, BOOKLETS, LOOSELEAF PORTFOLIOS, GRAPHICS, TRANSPARENCIES, TEACHERS' MANUALS, WORKSHEETS OF VISUAL EXERCISES, PROOFREADING EXERCISES AND BASIC ENGLISH, SOUND RECORDINGS, TAPE CASSETTES, FILMSTRIPS, AND SLIDES PERTAINING THERETO, ALL OF WHICH ARE SOLD AS A UNIT.</p>	<p>04/20/1982</p>	<p>04/20/2011 THRU 04/20/2012: SECTION 9 RENEWAL</p>

PROOFAMATICS	1,194,119	41: EDUCATIONAL SERVICES IN TEACHING WORD PROCESSING AND RELATED SECRETARIAL AND BUSINESS WRITING SKILLS, PARTICULARLY PROOFREADING, AND TEACHING SUCH SKILLS TO AN EMPLOYEE OF A COMPANY, FIRM, CORPORATION OR OTHER ORGANIZATION IN SUCH A MANNER AS TO ENABLE HIM TO TEACH SUCH SKILLS TO HIS FELLOW EMPLOYEES.	4/20/1982	04/20/2011 THRU 04/20/2012: SECTION 9 RENEWAL
VITAL LEARNING	1,575,682	41: EDUCATIONAL SERVICES, NAMELY SEMINARS, WORKSHOPS AND INSTRUCTIONAL VIDEOS IN THE FIELDS OF MANAGEMENT, SUPERVISION, SALES, ADMINISTRATION AND OFFICE SKILLS TRAINING AND DEVELOPMENT	01/02/1990	01/02/2019 THRU 01/02/2020: SECTION 9 RENEWAL



MARK	SERIAL REGISTRATION NUMBER	DESCRIPTION	REG. DATE	NEXT DUE DATE
VITAL LEARNING	1,593,946	09: EDUCATIONAL MATERIALS FOR TRAINING AND DEVELOPING OTHERS IN THE FIELDS OF MANAGEMENT, SUPERVISION, SALES, ADMINISTRATION AND OFFICE SKILLS - NAMELY AUDIO TAPES, VIDEOTAPES, TRANSPARENCIES, COMPUTER PROGRAMS AND FILMS OTHER THAN PHOTOGRAPHIC OR EXPOSED CAMERA FILM.  16: EDUCATIONAL MATERIALS FOR TRAINING AND DEVELOPING OTHERS IN THE FIELDS OF MANAGEMENT, SUPERVISION, SALES, ADMINISTRATION AND OFFICE SKILLS, NAMELY BOOKLETS, BOOKS, WORKBOOKS, AND TRAINER'S MANUALS.	05/01/1990	05/01/2019 THRU 05/01/2020: SECTION 9 RENEWAL
VITALEDU	3,457,521	35: CONSULTING SERVICES IN THE FIELD OF HUMAN RESOURCES DEVELOPMENT, NAMELY FOR THE PROMOTION OF EMPLOYEE RETENTION, CAREER GROWTH, AND INCREASED PRODUCTIVITY FOR EMPLOYEES AND EMPLOYERS.	07/01/2008	07/01/2013- 07/01/2014: FILE \$8 AND \$15



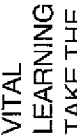
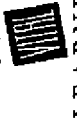


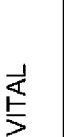
MARKS CURRENTLY OWNED BY VITAL LEARNING CORPORATION

APPLICATIONS AND REGISTRATIONS  
FILED WITH NON-US TRADEMARK OFFICES

Country	Mark(s)	Int. Class	Application of Reg. No.	Description	Reg. Date	Next Due Date
Canada	VITAL LEARNING TAKE THE LEAD (and Design)	N/A	TMA 524,672	Educational materials for training and developing others in the fields of management, supervision, sales, administration and office skills, namely audio tapes, video tapes, transparencies, computer programs, films other than photographic or exposed camera films, booklets, books,	03/10/2000	03/10/2015

TRADEMARK

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Country	Mark(s)	Int. Class	Application No.	Description	Reg. Date	Next Due Date
Canada	 VITAL LEARNING TAKE THE LEAD (and Design)  LEARNING Take The Lead.	N/A	TMA 524,879	workbooks, and trainer's manuals.  Provision of training programs in supervision, management, sales, customer service, administration and office skills (Horizontal Design)	03/14/2000	03/14/2015
Canada	 VITAL LEARNING TAKE THE LEAD (and Design)  LEARNING Take The Lead.	N/A	TMA 524,673	Provision of training programs in supervision, management, sales, customer service, administration and office skills.	3/10/2000	3/10/2015
Canada	 VITAL LEARNING	N/A	TMA 404,957	Educational materials for training and developing others in the fields of management, supervision, sales, administration and office skills, namely audio tapes, video tapes, transparencies, computer programs, films other than photographic or exposed camera films, booklets, books, workbooks, and trainer's manuals.  Provision of training programs in supervision, management, sales, customer service, administration and office skills.	11/13/92	11/13/2022
China 2500-2012	 VITAL LEARNING	9	724724	Educational materials for training and developing others in the fields of management, supervision, sales, administration and office skills, namely, audiotapes, videotapes, transparencies, computer programs and other than photographic or exposed camera films.	1/14/95	1/13/2015
China	 VITAL	16	725161	Educational materials for training and developing others in the fields of management, supervision, sales,	1/14/95	1/13/2015

Country	Mark(s)	Int. Class	Application of Reg. No.	Description	Reg. Date	Next Due Date
	LEARNING			administration and office skills, namely, booklets, books, workbooks and trainer's manuals.		
Hong Kong	VITAL LEARNING	16	1993B035 05	Booklets, books, workbooks and trainer's manuals, all being educational materials for training and developing others in the field of management, supervision, sales, administration and office skills; all included in Class 16	07/26/1991	07/26/2012
Hong Kong	VITAL LEARNING	41	1999B032 78	Arranging and conducting education and training conferences and seminars; lease, hire and rental of instructional teaching materials; educational, instructional and training services in the field of management, supervision, sales, administration and office skills; information and advisory services, preparation of reports; all in relation to the aforesaid services; all in Class 41.	03/06/1998	03/06/2015
Hong Kong	VITAL LEARNING	9	1993B035 06	Audio tapes, video tapes, transparencies, computer programs and films (other than photographic or exposed camera films); all for training and developing others in the fields of management, supervision, sales, administration and office skills; all included in Class 9	07/26/1991	07/26/2012
Hong Kong	VITAL LEARNING (and Design)	16, 41	1999B013 79AA	Booklets, books, workbooks and trainer's manuals, all being educational materials for training and developing others in the field of management, supervision, sales, administration and office skills; all included in Class 16  Arranging and conducting education and training conferences and seminars; lease, hire and rental of instructional teaching materials; educational, instructional and training services in the field of management, supervision, sales, administration and office skills; information and advisory services, preparation of reports; all in relation to the aforesaid services; all in Class 41.	03/06/1998	03/06/2015
Japan	VITAL LEARNING	26	2,604,203	Printed materials.	11/30/93	11/30/2013
Mexico	VITAL LEARNING	9	430321	Scientific, nautical, geodesical, electric, photographic, cinematographical, optical, weighing, measuring, signaling	1/28/93	08/14/2021

Country	(Marks)	Int. Class	Application Office No.	Description	Reg. Date	Next Due Date
Mexico	VITAL LEARNING	16	430322	(marker), controlling (inspection), assistance (salvage) and teaching apparatus and instruments, apparatus for recording, transmitting, etc. Paper, cardboard and goods of these materials, not included in other classes, printer goods, binding materials, photographs, stationery, adhesives (pastes) for stationery and household use, materials for artists, painting brushes, typewriters and office goods (excepting furniture), etc.	1/28/93	08/14/2021
Singapore	VITAL LEARNING	9	T91/0867 4I	Computer software; data recorded in magnetic, electronic or machine readable form; sound and video records; instructional and teaching apparatus and instruments; films; all included in Class 9.	9/20/91	Abandoned
Singapore	VITAL LEARNING	16	T91/0867 5G	Printed matter; instructional and teaching materials; books; periodical publications; leaflets; forms and questionnaires; articles of stationery; office requisites; all included in Class 16.	9/20/91	Abandoned
South Africa	VITAL LEARNING	16	91/0521	Paper, cardboard and goods made from these materials; photographs; stationery; adhesives for stationery; artists' materials; paint brushes; printers' type; printing blocks; educational materials for training and developing others in the field of management, supervision, sales, administration and office skills, including but not limited to booklets, books, workbooks and trainers' manuals	1/28/91	1/28/2021
South Africa	VITAL LEARNING	9	91/7683	Scientific, nautical, surveying, electric, electronic, photographic, cinematographic, optical, weighing, measuring, signaling, checking, life-saving and teaching apparatus and instruments; cinematographic film and recorded cinematograph images and works; apparatus and instruments for recording, transmission or reproduction of sound and images; magnetic data carriers, recording discs; automatic vending machines and mechanisms for coin-operated apparatus, instruments; calculating machines, data processing equipment and computer software and hardware; parts of and components and fittings for the foregoing goods.	9/13/91	9/13/2021

Country	Mark(s)	Int. Class	Application of Reg. No.	Description	Reg. Date	Next Due Date
South Africa	VITAL LEARNING	41	91/7684	Educational services; educational academies and institutions; teaching and publishing institutions; publication of, subscriptions to and lending of books, brochures, pamphlets, newsletters, bulletins and other published materials; production and distribution of films, video tapes for educational and teaching purposes; services ancillary to the foregoing.	9/13/91	9/13/2021
Taiwan	VITAL LEARNING	49	579541	Booklets, books, workbooks, and trainer's manuals	12/16/92	12/15/2012
U.K.	VITAL LEARNING	9	B1470117	Computer software; data recorded in magnetic, electronic or machine readable form; sound and video records; instructional and teaching apparatus and instruments; films, all included in Class 9.	7/10/91	07/10/2008 (foreign associate to provide next due date)
U.K.	VITAL LEARNING	16	B1470118	Printed matter; instructional and teaching materials; books, periodical publications; leaflets; forms and questionnaires; articles of stationery; office requisites; all included in Class 16.	7/10/91	07/10/2008 (foreign associate to provide next due date)

## Vital Learning Domains Names

[my domains](#) | [names of interest](#) | [sub-account domains](#) | [registered](#) | [dns hosted](#) | [expiring](#) | [expired](#) | [redemption](#) | [folders](#) | [search](#) |

Search     1 - 15 of 15 << | >>

<input type="checkbox"/> Domain Name / TLD	Our DNS	Exp Date	Folder	Auto Renew	ID Protect	Business Listing
<input type="checkbox"/> <a href="#">aramarkhealthcarelearning.com</a>	<input checked="" type="checkbox"/>	6/19/2012		auto		
<input type="checkbox"/> <a href="#">basicskillstraining.com</a>	<input checked="" type="checkbox"/>	11/15/2012		auto		
<input type="checkbox"/> <a href="#">cwwah.com</a>	<input checked="" type="checkbox"/>	11/15/2012		auto		
<input type="checkbox"/> <a href="#">productivityseries.com</a>	<input checked="" type="checkbox"/>	9/1/2012		auto		
<input type="checkbox"/> <a href="#">supervisionseries.com</a>	<input checked="" type="checkbox"/>	11/15/2012		auto		
<input type="checkbox"/> <a href="#">vital-leadership.com</a>	<input checked="" type="checkbox"/>	11/2/2012		auto		
<input type="checkbox"/> <a href="#">vital-learning.com</a>	<input checked="" type="checkbox"/>	10/11/2012		auto		
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<input type="checkbox"/> <a href="#">vitalifeskills.com</a>	<input checked="" type="checkbox"/>	5/20/2012		auto		
<input type="checkbox"/> <a href="#">vitaluniversity.com</a>	<input checked="" type="checkbox"/>	11/15/2012		auto		
<input type="checkbox"/> <a href="#">vtcorder.com</a>	<input checked="" type="checkbox"/>	6/14/2012		auto		
<input type="checkbox"/> <a href="#">work-ready.com</a>	<input checked="" type="checkbox"/>	11/15/2012		auto		

LIST ACTIONS:   1 - 15 of 15 << | >>

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## 2011 Product Review

<b>Supervision Series/Leadership Essentials</b>	<b>Copyright</b>	<b>Video</b>	<b>Online</b>
Essential Skills of Leadership (ESL)	2011	Yes	Yes
Essential Skills of Communicating (ESC)	2011	Yes	Yes
Coaching Job Skills (CJS)	2011	Yes	Yes
Communicating Up (CU)	2011	Yes	Yes
Delegating (DE)	2011	Yes	Yes
Developing Performance Goals and Standards (DPGS)	2011	Yes	Yes
Effective Discipline (ED)	2011	Yes	Yes
Improving Work Habits (IWH)	2011	Yes	Yes
Managing Complaints (MC)	2011	Yes	Yes
Providing Performance Feedback (PPF)	2011	Yes	Yes
Resolving Conflicts (RC)	2011	Yes	Yes
Supporting Change (SC)	2011	Yes	Yes
<b>Leadership Plus</b>			
Developing and Coaching Others - Team Leader Version (DCO-TL)	2008	Yes	Yes
Developing and Coaching Others - Senior Managers Version (DCO-SM)	2008	Yes	No
Leading Successful Projects (LSP)	2005	No	No
Motivating Team Members (MTM)	2008	No	No
Solving Workplace Problems (SWP)	2008	No	No
<b>Talent Management</b>			
Hiring Winning Talent (HWT)	2006	No/Online	Yes
Retaining Winning Talent (RWT)	2006	No	Yes
<b>Customer Service</b>			
Winning Through Customer Service (WTCS)	2002	Yes	Yes
STAR Service (STAR)	2006	Yes	Yes
Delivering Customer Focused Service (DCFS) - Online Only			Yes
Dealing with Difficult Customer Situations (DWDCS) - Online Only			Yes
<b>Sales</b>			
Customer-Oriented Selling (COS)	2011	Yes	Yes
Making Customer Recommendations (MCR) - Online Only		No	Yes
The Incoming Sales Call (ISC) Online Only		No	Yes
<b>Productivity Series</b>			
Achieving Communication Effectiveness (ACE)	1988	Yes	Yes
Diversity Awareness (DA) - Online Only			Yes
Number Skills (NS)	2004	Yes	No
Proofamatics (PRF)	2011*	Yes	No
Professionalism in the Office (PITO)	1985	Yes	Yes

Leadership Essentials Revisions/Video was last updated 2003-2004

In 2011 the Proofamtics Participant Workbook was updated.\*