

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM362103

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SmartPros Ltd.		10/27/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	iReflect LLC		
Street Address:	300 Silver Cedar Court		
City:	Chapel Hill		
State/Country:	NORTH CAROLINA		
Postal Code:	27514		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3705998	IREFLECT	
CORRESPONDENCE DATA			
Fax Number:	9194900873		
<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>			
Phone:	9194900500		
Email:	jeasthom@kennoncraver.com		
Correspondent Name:	James R Easthom		
Address Line 1:	4011 University Drive		
Address Line 2:	Suite 300		
Address Line 4:	Durham, NORTH CAROLINA 27707		
ATTORNEY DOCKET NUMBER:	24370.000		
NAME OF SUBMITTER:	James R Easthom		
SIGNATURE:	/James R Easthom/		
DATE SIGNED:	11/12/2015		
Total Attachments: 4			
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OP \$40.00 3705998

**ASSIGNMENT OF U.S. TRADEMARK, SERVICE MARK AND ACCOMPANYING
REGISTRATION AND GOODWILL**

WHEREAS, Skye Multimedia Ltd., a NEW JERSEY corporation (“**Skye Multimedia**”) and wholly-owned subsidiary of SmartPros Ltd., a Delaware corporation (“**Assignor**”) and Education and Training Systems International, Inc., a North Carolina corporation (“**ETSI**”) entered into a joint venture organized as a Delaware limited liability company with the name iReflect LLC (the “**Joint Venture**” and “**Assignee**”) which was formed through the filing of a Certificate of Formation with the Delaware Secretary of State on October 14, 2008;

WHEREAS, on January 7, 2008, Assignor applied for federal registration with the United States Patent and Trademark Office the trademark or service mark described on Exhibit A hereto and incorporated herein by reference (hereinafter “**Mark**”), which Mark was subsequently registered by the United States Patent and Trademark Office on November 3, 2009;

WHEREAS, Assignor sold, transferred and conveyed its entire ownership interest in the Joint Venture to Skye MM LLC, a New Jersey limited liability company (“**Skye MM**”) on December 31, 2014;

WHEREAS, as licensees, ETSI and Skye MM have been using the Mark in commerce in accordance with the agreement of Assignor, ETSI and Skye Multimedia in connection with the Joint Venture;

WHEREAS, pursuant to the agreement of ETSI, Skye Multimedia and Assignor in connection with the Joint Venture, the Assignor, ETSI, Skye Multimedia, and Assignee, all intended that all right, title and interest in and to the Mark, and the registration thereof, be owned by the Assignee;

WHEREAS, to fulfill such intention, Assignor wishes to assign all of its right, title and interest in and to the Mark, together with the goodwill of the business appurtenant to and symbolized thereby, to Assignee; and

WHEREAS, Assignee desires to acquire all Assignor’s right, title and interest in and to the Mark, together with the goodwill of the business appurtenant to and symbolized thereby.

NOW, THEREFORE, for and in consideration of the sum of \$10.00, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignee, the Assignor and Assignee agree as follows:

1. ASSIGNMENT. Effective as of the 27th day of October, 2015, Assignor hereby assigns, sells, conveys, and transfers to Assignee all of its right, title and interest in and to the Mark, including, but not limited to: (i) all application and registration rights with respect to the Mark, (ii) any renewals or extensions of such applications and registration, (iii) any goodwill of the business in connection with which the Mark is used and which is symbolized by the Mark, (iv) all income, royalties or claims relating to the Mark due or payable on or after the date of this Assignment and (v) all claims for damages and all remedies arising out of any violations of the Mark that may have accrued prior to the date of assignment or that may accrue hereafter,

IN WITNESS WHEREOF, the Assignor and Assignee have caused this Assignment to be executed the day and year first above written.

ASSIGNOR:

SMARTPROS LTD.

By: 
Name: Allen S. Greene
Title: Chairman & CEO

ASSIGNEE:

IREFLECT LLC

By: Education and Training Systems International, Inc.
Its Manager

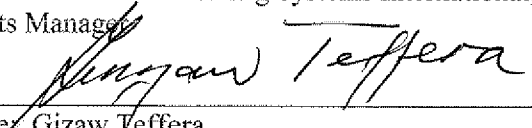
By: 
Name: Gizaw Teffera
Title: President

EXHIBIT A

**ASSIGNMENT OF U. S. TRADEMARK, SERVICE MARK AND ACCOMPANYING
APPLICATION, REGISTRATION AND GOODWILL**

MARK	REGISTRATION NUMBER	REGISTRATION DATE
IREFLECT	3,705,998	November 3, 2009

STATE OF NEW YORK
COUNTY OF WESTCHESTER

I, Karen S. Stolzar, a Notary Public for said County and State, do hereby certify that ALLEN S. GREENE personally came before me this day and acknowledged that s/he is Chairman & CEO of SmartPros Ltd., a Delaware corporation, and that s/he, as , Chairman & CEO being authorized to do so, executed the foregoing instrument on behalf of the corporation.

WITNESS my hand and notarial stamp/seal, this 27 day of October, 2015.

Karen S. Stolzar
Notary Public

My Commission Expires: 9/10/17

STATE OF NORTH CAROLINA
COUNTY OF Orange

I certify that the following person(s) personally appeared before me this day, each acknowledging to me that he or she signed the foregoing document: Gizaw Teffera.

Date: November 6, 2015

[Signature]
Notary Public

Roberto Montenegro
NOTARY PUBLIC
[Official Seal] Durham County, NC
My Commission Expires 11-18-18

Print Name: Roberto Montenegro

My commission expires: November 18, 2018

KAREN S. STOLZAR
Notary Public, State of New York
Registration #01ST6063910
Qualified In Westchester County
Commission Expires September 10, 2017