

ASSIGNMENT

WHEREAS CAREER SYSTEMS, INC., a Delaware Corporation having its principal office at 900 James Avenue, Scranton, Pennsylvania 18510, is the owner of the federally registered trademark "TEAMSMART," (Reg. No. 2,022,606) which is used in connection with printed career assessment and development materials; namely card decks, worksheets and instructional books; and

WHEREAS, CAREER SYSTEMS, INC. has agreed pursuant to a Settlement Agreement executed on or about August 13, 1998, to assign the above referenced trademark to **FARREN ASSOCIATES, INC.**, a Virginia corporation having a registered office address at 7353 McWhorter Place, Suite 200, Annandale, Virginia 22003;

NOW, THEREFORE, for the sum of Ten Dollars (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, the said **CAREER SYSTEMS, INC.** does hereby assign unto **FARREN ASSOCIATES, INC.**, all right, title and interest in the trademark "TEAMSMART," together with the good will of the business symbolized by the mark.

THIS ASSIGNMENT shall be effective on the 13th day of August, 1998.

CAREER SYSTEMS, INC.

By: Caela Farren

Caela Farren

Date: 8/25/98

By: Beverly Kaye
Beverly Kaye

Date: 9/30/98