

03-17-1999



U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please

100984749

1. Name of conveying party(ies)
DHR International, Inc.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State Illinois
 Other _____

2. Name and address of receiving party(ies):
Name: ProfitSource Corporation
Internal Address: ProfitSource Corporation
Street Address: 695 Town Center Drive, Suite 400
City: Costa Mesa State: CA Zip 92626

 Individual(s) citizenship _____
 Association _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation - State: Delaware
 Other _____

Additional name(s) of conveying Party(ies) attached?
 Yes No

3-15-99

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: December 14, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional Name(s) & address(es) attached:
 Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s):
Additional numbers attached? Yes No

B. Trademark Registration No.(s): 1904587

5. Name and address of party to whom correspondence concerning documents should be mailed:
Name: Andrea Sloan Pink
Internal Address: Gibson, Dunn & Crutcher
Jamboree Center
Street Address: 4 Park Plaza

City Irvine State CA Zip 92614

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Andrea Sloan Pink Andrea Sloan Pink 3/13/99
Name of Person Signing Signature Date 3

03/16/1999 JSHABAZZ 00000193 1904587

Total number of pages including cover sheet, attachments and document: 3

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

OA990500.178/3+

TRADEMARK
REEL: 1868 FRAME: 0347

TRADEMARK ASSIGNMENT

This ASSIGNMENT, effective Dec. 14, 1998, is made from DHR International, an Illinois corporation, whose principal place of business is _____ (hereinafter "Assignor"), to ProfitSource Corporation, a Delaware corporation whose principal place of business is 695 Town Center Drive, Suite 400, Costa Mesa, CA 92626 (hereinafter "Assignee").

WHEREAS, Assignor is the owner of the trademark(s), and the U.S. trademark registration(s)/application(s) therefor (hereinafter the "Mark(s)") listed in schedule A attached hereto;

WHEREAS, Assignor and Assignee have entered into an Asset Purchase Agreement, dated Dec. 14, 1998, pursuant to which Assignor has sold to Assignee certain assets as defined therein;

WHEREAS, the assets include all rights, title and interest in and to the Mark(s), together with the good will of the business pertaining thereto.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the Mark(s), and the registrations and applications therefor, together with the good will of the business pertaining thereto.

Dated: Dec. 14, 1998

(DHR International)

By David Hoffmann

Name: DAVID A. HOFFMANN

Title: CHAIRMAN/CEO

FAS3410.111/1+

SCHEDULE A

SERVICE MARK	REGISTRATION NO.	DATED FILED
DHR	1,904,587	12-29-1993

FA983410.111/2+