

01-17-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE



J.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

1,02340621

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p><u>Interskill Services, Inc.</u></p> <p style="text-align: right; margin-right: 50px;"><i>1-13-03</i></p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State <u>California</u></p> <p><input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Interskill Interactive, Inc.</u></p> <p>Internal <u>Suite 255</u></p> <p>Address: _____</p> <p>Street Address: <u>221 Roswell Street</u></p> <p>City: <u>Alpharetta</u> State: <u>GA</u> Zip: <u>30004</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input checked="" type="checkbox"/> Corporation-State <u>Georgia</u></p> <p><input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>January 13, 2003</u></p>			
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>		<p>B. Trademark Registration No.(s)</p> <p><u>1,700,770; 2,410,801; 2,408,881;</u> <u>2,463,596</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Jill M. Pietrini</u></p> <p>Internal Address: _____</p> <p><u>Manatt, Phelps &amp; Phillips, LLP</u></p> <p>Street Address: <u>11355 W. Olympic Boulevard</u></p> <p>City: <u>Los Angeles</u> State: <u>CA</u> Zip: <u>90064</u></p>		<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">4</span></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>115.00</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account If Necessary, only</p> <p>8. Deposit account number:</p> <p><u>DA 131 241</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>	
<b>DO NOT USE THIS SPACE</b>			
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Jill M. Pietrini</u></p> <p>Name of Person Signing</p>		<p><i>Jill M. Pietrini</i></p> <p>Signature</p> <p><u>January 13, 2003</u></p> <p>Date</p>	
		<p>Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">2</span></p>	

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002651 FRAME: 0337

**ASSIGNMENT OF TRADEMARKS AND THE  
UNITED STATES REGISTRATIONS THEREOF**

This assignment is made by and between Interskill Services, Inc., a California corporation, having a principal place of business at 221 Roswell Street, Suite 255, Alpharetta, Georgia 30004 (hereinafter "Assignor") and Interskill Interactive, Inc., a Georgia corporation, having a principal place of business at 221 Roswell Street, Suite 255, Alpharetta, Georgia 30004 (hereinafter "Assignee").

WHEREAS, Assignor adopted and uses, and thereby, owns all rights, title and interest in and to the trademarks and United States Registrations thereof identified below (hereinafter the "Marks" and "Registrations," respectively), along with the goodwill of the business appurtenant to said Marks:

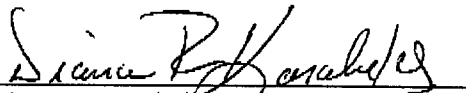
<u>Trademarks</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Class</u>
INTERSKILL	1,700,770	July 14, 1992	35
INTERSKILL	2,410,801	December 5, 2000	41
INTERSKILL	2,408,881	November 28, 2000	42
INTERSKILL & Design	2,463,596	June 26, 2001	42

WHEREAS, Assignee obtained all right, title, and interest in the Marks, Registrations from Assignor, including the goodwill associated with the Marks and any and all claims, demands, and causes of action for infringement, of the Marks, past, present, and future, and all of the proceeds from the foregoing, through a sale of Assignor's assets to Assignee.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Marks and Registrations, together with the goodwill of the business symbolized by the Marks and any and all claims, demands, and causes of action for infringement, of the Marks, past, present, and future, and all of the proceeds from the foregoing.

Signed at Melville, New York, this 13th day of January, 2003.

INTERSKILL SERVICES, INC.



Diana R. Karabelás

Assistant Secretary and Assistant General Counsel

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