

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
D&S Consultants, Inc.		09/16/2009	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A.
<b>Street Address:</b>	1101 Wootton Parkway, 4th Floor
<b>Internal Address:</b>	MD9-978-04-01
<b>City:</b>	Rockville
<b>State/Country:</b>	MARYLAND
<b>Postal Code:</b>	20852
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 57**

Property Type	Number	Word Mark
Registration Number:	3182858	D&SCI AN EMPLOYEE OWNED COMPANY
Registration Number:	3144775	ALCATRAZ THE RIDE
Registration Number:	3450905	RACE OF THE GODS
Registration Number:	3157036	I2STAR
Registration Number:	3145573	ALCATRAZ THE RIDE
Registration Number:	3237424	HELJET
Registration Number:	3433322	SIMBUZZSTER
Registration		

**OP \$1440.00 3182858**

**900143801**

**TRADEMARK  
 REEL: 004066 FRAME: 0513**

Number:	3459701	XPRT
Registration Number:	3617672	I2STAR A DSCI COMPANY
Registration Number:	3617671	XPRT SOLUTIONS, INC. XPRT A DSCI COMPANY
Registration Number:	3652744	STAR TECHNOLOGIES A DSCI COMPANY
Registration Number:	3617664	XPRT SOLUTIONS, INC. A DSCI COMPANY
Registration Number:	3459667	XPRT SOLUTIONS, INC.
Registration Number:	3652715	STAR TECHNOLOGIES
Registration Number:	3356251	EVERYTHING BUT WAR IS SIMULATION
Registration Number:	3464302	REALITY BY DESIGN
Registration Number:	3253295	I2STAR
Registration Number:	3442618	S2MART2 SYSTEMS ENGINEERING·SIMULATION·MODELING·ANALYSIS·RESEARCH·TESTING·TRAINING
Registration Number:	3369286	SYSTEMS ENGINEERING SIMULATION MODELING ANALYSIS RESEARCH TESTING TRAINING
Registration Number:	3360657	MIRAGE-MTK
Registration Number:	3437989	COMBAT-SEA
Registration Number:	3437988	COMBAT-RESCUE
Registration Number:	3437987	COMBAT-FIRE
Registration Number:	3437986	COMBAT-SOLDIER
Registration Number:	3437985	COMBAT
Registration Number:	3446730	MIRAGE-DRS
Registration Number:	3403266	HELIOS
Registration Number:	3341592	DSCI
Registration	3349858	FIGHT

Number:		
Registration Number:	3432949	FIGHT
Registration Number:	3613913	MIRAGE-VISUALYZER
Registration Number:	3645000	MIRAGE-ANALYSIM
Registration Number:	3383034	VISUALYZER
Registration Number:	3389945	ANALYSIM
Registration Number:	3620974	MIRAGE-VISION
Registration Number:	3571396	CEST
Registration Number:	3633740	MIRAGE-DAART
Registration Number:	3504193	XPRT SOLUTIONS, INC. A DSCI COMPANY
Registration Number:	3446211	R23G DSCI TEAM RAPID RESPONSE THIRD GENERATION
Registration Number:	3481675	MRS
Registration Number:	3441841	MIRAGE-IMAGINE
Registration Number:	3441826	MIRAGE-PRIDE
Registration Number:	3412329	ASKPLUTO
Registration Number:	3412328	ASKPLUTO.COM
Registration Number:	3412279	PLUTO
Registration Number:	3441430	PQL
Registration Number:	3325416	DISCOVERING NEW HORIZONS
Serial Number:	78947774	SOLUTIONEERING
Serial Number:	78934216	FUTURISTIC INTERACTIVE GAMING HYBRID TOOL
Serial	78767216	MIRAGE-RDS

Number:		
Serial Number:	78766754	MIRAGE-IMAGEN
Serial Number:	77732589	INNOV8TIVE SOLUTIONS A DSCI COMPANY INNOVATE EVERYTHING
Serial Number:	77718363	VIATECH INC. A DSCI COMPANY
Serial Number:	77709301	D&SCI AN EMPLOYEE OWNED COMPANY
Serial Number:	77704364	MORE THAN A RIDE... IT'S A MISSION!
Serial Number:	77702253	DSCI
Serial Number:	77699693	D&SCI

**CORRESPONDENCE DATA**

Fax Number: (919)416-8328  
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Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.011306 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	09/23/2009

Total Attachments: 5  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of September 16, 2009 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Pledgors party thereto (each a "Pledgor" and collectively, the "Pledgors") and Bank of America, N.A. (the "Lender"), the undersigned Pledgor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 hereto to the Lender.

The undersigned Pledgor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signature Page Follows]

Very truly yours,

D&S CONSULTANTS, INC.,  
a New Jersey corporation

By: 

Name: Steven A. De Chiaro

Title: Executive Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A.

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

Name: Michael J. Radcliffe

Title: Senior Vice President


Very truly yours,

D&S CONSULTANTS, INC.,  
a New Jersey corporation

By: \_\_\_\_\_  
Name:  
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A.

By:   
Name: Michael J. Radcliffe  
Title: Senior Vice President

**Schedule 1**

**D&S Consultants, Inc.  
(New Jersey Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
D&SCI AN EMPLOYEE OWNED COMPANY and Design	3182858	12/12/06
ALCATRAZ THE RIDE and Design	3144775	09/19/06
RACE OF THE GODS	3450905	06/17/08
I2STAR and Design	3157036	10/17/06
ALCATRAZ THE RIDE and Design	3145573	09/19/06
HELJET	3237424	05/01/07
SIMBUZZSTER	3433322	05/20/08
XPRT	3459701	07/01/08
I2STAR A DSCI COMPANY and Design	3617672	05/05/09
XPRT SOLUTIONS, INC. A DSCI COMPANY and Design	3617671	05/05/09
STAR TECHNOLOGIES A DSCI COMPANY and Design	3652744	07/07/09
XPRT SOLUTIONS, INC. A DSCI COMPANY	3617664	05/05/09
XPRT SOLUTIONS, INC.	3459667	07/01/08
STAR TECHNOLOGIES and Design	3652715	07/07/09
EVERYTHING BUT WAR IS SIMULATION	3356251	12/18/07
REALITY BY DESIGN	3464302	07/08/08
I2STAR	3253295	06/19/07
S2MART2	3442618	06/03/08
SYSTEMS ENGINEERING, SIMULATION, MODELING, ANALYSIS, RESEARCH, TESTING, AND TRAINING	3369286	01/15/08
MIRAGE-MTK	3360657	12/25/07
COMBAT-SEA	3437989	05/27/08
COMBAT-RESCUE	3437988	05/27/08
COMBAT-FIRE	3437987	05/27/08
COMBAT-SOLDIER	3437986	05/27/08
COMBAT	3437985	05/27/08
MIRAGE-DRS	3446730	06/10/08
HELIOS	3403266	03/25/08
DSCI	3341592	11/20/07
FIGHT	3349858	12/04/07
FIGHT and Design	3432949	05/20/08
MIRAGE-VISUALYZER	3613913	04/28/09
MIRAGE-ANALYSIM	3645000	06/23/09
VISUALYZER	3383034	02/12/08
ANALYSIM	3389945	02/26/08
MIRAGE-VISION	3620974	05/12/09
CEST	3571396	02/10/09



Mark	Registration No.	Registration Date
MIRAGE-DAART	3633740	06/09/09
XPRT SOLUTIONS, INC. A DSCI COMPANY and Design	3504193	09/23/08
R23G DSCI TEAM RAPID RESPONSE THIRD GENERATION and Design	3446211	06/10/08
MRS	3481675	08/05/08
MIRAGE-IMAGINE	3441841	06/03/08
MIRAGE-PRIDE	3441826	06/03/08
ASKPLUTO	3412329	04/15/08
ASKPLUTO.COM	3412328	04/15/08
PLUTO	3412279	04/15/08
PQL	3441430	06/03/08
DISCOVERING NEW HORIZONS	3325416	10/30/07

**Pending Applications**

Mark	Application No.	Filing Date
SOLUTIONEERING	78947774	08/08/06
FUTURISTIC INTERACTIVE GAMING HYBRID TOOL	78934216	07/20/06
MIRAGE-RDS	78767216	12/06/05
MIRAGE-IMAGEN	78766754	12/05/05
INNOV8TIVE SOLUTIONS A DSCI COMPANY	77732589	05/08/09
VIATECH, INC. A DSCI COMPANY	77718363	04/21/09
D&SCI	77709301	04/08/09
MORE THAN A RIDE...IT'S A MISSION	77704364	04/01/09
DSCI	77702253	03/30/09
D&SCI	77699693	03/30/09