

MRD 7-13-98

Commissioner of Patents &

07-17-1998

Washington, D.C. 20231

FORM PTO-1595

(Rev. 6-93)



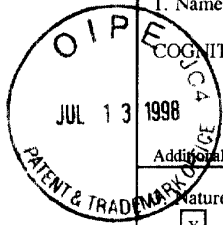
U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of

100800972

document or certified copy thereof.



1. Name of conveying Party(ies):

COGNITIVE TRAINING ASSOCIATES, INC.

2. Name and Address of receiving Party(ies):

Name: UOL PUBLISHING, INC

Street Address: 8251 Greensboro Drive, Suite 500

City: McLean

State: Virginia

Zip: 22102

Additional name(s) of conveying party(s) attached? Yes No

Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Additional name(s) & address(es) attached? Yes No

Execution Date: June 29, 1998

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)/Application Date

74/604,571

B. Patent No. (s)/Patent Date

1,820,095 AND 1,870,834 AND 1,905,873

5. Name and address of party to whom correspondence concerning this matter should be mailed:

Jacobson, Price, Holman & Stern
400 7th Street, N.W.
Washington, DC 20004
Tel. 202-638-6666

Attorney Docket No. 11092/M03375

6. Number of applications and patents involved:

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Any deficiencies in enclosed fees are authorized to be charged to deposit account

8. Deposit Account No.: 06-1358

(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.

07/16/1998 BNGUYEN 00000167 1020095

01 FC:481

40.00 CP

Andrew J. Gray, IV / 41,796

Name of Person Signing / Reg.#

Signature

July 13, 1998

Date

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

3

ASSIGNMENT OF INTELLECTUAL PROPERTY

This ASSIGNMENT is made as of August 1, 1996 by and between COGNITIVE TRAINING ASSOCIATES, INC. (hereafter "Assignor"), a corporation organized and existing under the laws of Texas, with its seat of business at 8251 Greensboro Drive, Suite 500, McLean, Virginia 22102 and UOL PUBLISHING, INC. (hereafter "Assignee"), a corporation organized and existing under the laws of Delaware, located and doing business at 8251 Greensboro Drive, Suite 500, McLean, Virginia 22102;

WHEREAS, Assignor is the current owner of record of trademarks, service marks, tradenames, and other intellectual property (collectively the "Intellectual Property"), including U.S. Trademark Registration Nos. 1,820,095, 1,870,834, and 1,905,873 and U.S. Trademark Application Serial No. 74/604,571 (the "Marks");

WHEREAS, Assignee acquired all of the outstanding stock of Assignor on August 1, 1996, and is desirous of transferring the entire right, title, and interest in and to the Intellectual Property, including the Marks and the registrations and/or applications therefor, together with the goodwill of the business pertaining thereto from Assignor to Assignee;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, Assignor does hereby assign, set over, and transfer to Assignee the entire right, title, and interest in and to the Intellectual Property, including the Marks and the registrations and/or applications therefor, together with the whole of the goodwill of the business pertaining thereto, the same and the rights of Assignor to be held and enjoyed by Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all claims for damages by reason of the

Intellectual Property and/or the Marks with the right to sue for and collect the same for its own use and benefit, and for the use and on behalf of its successors, assigns or other legal representatives.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed as follows:

COGNITIVE TRAINING ASSOCIATES, INC.

By: Carl A. G.

Title: President

State of Virginia)

County of Stafford)

ss.

On this 24th day of June, 1998, the above personally appeared before me, and acknowledged that he executed the foregoing Assignment on behalf of Cognitive Training Associates, Inc., and pursuant to authority duly received.

Shirley H. Freeman
Notary Public

My Comm. Expires 4/30, 2000