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FORM PTO-1594

U.S. DEPARTMENT OF COMMERCE

1-31-92

TRADEMARKS ONLY

Patent and Trademark Office

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

1. Name of conveying Party(ies):

COOPER & ASSOCIATES, INC.

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

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

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

Name: UOL PUBLISHING, INC.

Internal Address: Suite 500

Street Address: 8251 Greensboro Drive

City: McLean State: VA Zip: 22102

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

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

3. Nature of conveyance:

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

Execution Date: June 29, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Registration No. 1,489,142

Additional sheet attached? Yes No

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. 11092M-3375

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 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.

Andrew J. Gray, IV

Name of Person Signing

Signature

10/21/98

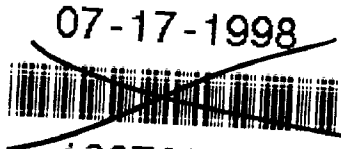
Date

Total number of pages comprising cover sheet:

3

FORM PTO-1595

(Rev. 6-93)



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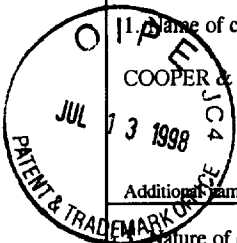
U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents

100766773

Final document or certified copy thereof.



1. Name of conveying Party(ies):

COOPER & ASSOCIATES, INC.

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

Nature of conveyance:

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

Execution Date: June 29, 1998

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) & address(es) attached? Yes No

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

B. Patent No.(s)/Patent Date

1,489,142

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:

1

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 DNGUYEN 00000168 1489142

01 FC:481

40.00 DP
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 April 30, 1997 by and between COOPER & ASSOCIATES, INC. (hereafter "Assignor"), a corporation organized and existing under the laws of Illinois, 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 No. 1,489,142 for the mark TELETUTOR (the "Mark");

WHEREAS, Assignee acquired all of the outstanding stock of Assignor on April 30, 1997, and is desirous of transferring the entire right, title, and interest in and to the Intellectual Property, including the Mark and the registration 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 Mark and the registration 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 Mark 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:

COOPER & ASSOCIATES, INC.

By: *[Signature]*

Title: President

State of Virginia)

County of Fairfax)

ss.

On this 29th day of June, 1998, the above personally appeared before me, and acknowledged that he executed the foregoing Assignment on behalf of Cooper & Associates, Inc., and pursuant to authority duly received.

[Signature]
Notary Public

My Comm. Exps. 4/30, 2000