

RECORDATION FORM COVER SHEET TRADEM

02-22-1999

Tab settings 000 2/16/99

To the Honorable Commissioner of Patents and Trademar

ments or copy thereof.

1. Name of conveying party(ies):

Net Schools Corporation

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

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: 1-11-99

2. Name and address of receiving party(ies)

Name: SILICON VALLEY BANK

Internal Address: ATTN: LOAN DOC. GROUP

Street Address: 3003 TASMAN DRIVE

City: SANTA CLARA State: CA ZIP: 95054

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State CALIFORNIA
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

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

A. Trademark Application No.(s)

See Exhibit C

B. Trademark Registration No.(s)

See Exhibit C

Additional numbers attached? Yes No

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

SILICON VALLEY BANK

Name:

Internal Address: ATTN: LOAN DOC GROUP

NC # 816

02/18/1999 JSHADAZZ 00000019 75226646

01 FC:481 40.00 DP
02 FC:482 50.00 DP

Street Address: 3003 TASMAN DRIVE

City: SANTA CLARA State: CA ZIP: 95054

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90 -

Enclosed # 7838

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.

MAGGIE GARCIA

Maggie Garcia

2-1-99

Name of Person Signing

Signature

Date

KMD/116

Total number of pages including cover sheet, attachments, and document: 5

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

Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 1857 FRAME: 0539

EXHIBIT "C"

TRADEMARKS

TRADEMARK DESCRIPTION	COUNTRY	SERIAL NO.	REG. NO.	STATUS
STUDYPRO	USA	75/226,646	-	Issuance pending.
NETSCHOOLS	USA	-	-	Filed May 10, 1998
NETSCHOOL	USA	-	-	Acquired July 2, 1998

**ADDENDUM TO COLLATERAL ASSIGNMENT
PATENT MORTGAGE, AND SECURITY AGREEMENT**

This Addendum to Collateral Assignment, Patent Mortgage, and Security Agreement is executed pursuant to, and is an addendum to, a Collateral Assignment, Patent Mortgage, and Security Agreement, dated September 11, 1997. This Addendum to Collateral Assignment, Patent Mortgage, and Security Agreement is presented for recordation as constructive notice that **NetSchools Corporation** ("Assignor"), with its principal office at 4500 Great America Parkway, Suite 110, Santa Clara, CA 95054, the owner, of the intellectual property identified in the exhibits attached hereto, has granted to SILICON VALLEY BANK ("Assignee"), with its principal office at 3003 Tasman Drive, Santa Clara, CA 95054, a security interest in the intellectual property, and the exclusive rights comprised in the intellectual property described on Exhibit B and Exhibit C hereto, and the exclusive rights comprised in the intellectual property, to secure payment of a debt.

IN WITNESS WHEREOF, Assignor has executed this Addendum to Collateral Assignment, Patent Mortgage, and Security Agreement as of **January 11, 1999**.

BORROWER:

NetSchools Corporation

By: 

Name: Truman Cole

Title: Chief Operating Officer

EXHIBIT "A"

COPYRIGHTS

SCHEDULE A - ISSUED COPYRIGHTS

COPYRIGHT DESCRIPTION	REGISTRATION NUMBER	DATE OF ISSUANCE
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None

SCHEDULE B - PENDING COPYRIGHT APPLICATIONS

COPYRIGHT DESCRIPTION	APPLICATION NUMBER	DATE OF ISSUANCE	DATE OF CREATION	DATE OF FIRST PUBLIC DISTRIBUTION
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None

SCHEDULE C - UNREGISTERED COPYRIGHTS

COPYRIGHT DESCRIPTION	DATE OF CREATION	FIRST DATE OF DISTRIBUTION	AUTHOR OR ORIGINAL OWNER OF COPYRIGHT	DATE OF ASSIGNMENT
Academic Information System 1.01, 1.1	Dec. 1997	Dec. 1997	NetSchools Corp.	NetSchools Corp.
HyperScribe	Nov. 1997	Dec. 1997	NetSchools Corp.	NetSchools Corp.
HyperScribble	Nov. 1997	Dec. 1997	NetSchools Corp.	NetSchools Corp.

Revised as of 12/1/98

EXHIBIT "B"

PATENTS

PATENT DESCRIPTION	DOCKET NUMBER	COUNTRY	APPLICATION NO.	FILING DATE
Method and apparatus for master-slave control in a communication network	17772-8.00	USA	09/044,698	March 18, 1998
Multiple beam communication network with beam selectivity	17772-7.00	USA	09/040,330	March 18, 1998
Method for controlling security of a computer removably coupled in a network	17772-6.00	USA	09/044,511	March 18, 1998

Revised as of 12/1/98