

TRADEMARK ASSIGNMENT
OF MULTIPLE REGISTERED TRADEMARKS
AND OF APPLICATION BASED ON INTENT-TO-USE
ACCOMPANYING SALE OF BUSINESS

This Assignment is made and effective as of the 12th day of September 1998, by and between American Cybercasting Corporation. ("ACC"), a Ohio corporation of 30680 Bainbridge Road, Suite 100, Solon, Ohio 44139 and National Computer Systems, Inc. ("NCS"), a Minnesota corporation with its principal offices at 11000 Prairie Lakes Drive, Eden Prairie, MN 55344; and

WHEREAS, ACC has adopted, owns and is using the following trademarks for which ACC owns the following identified federal registrations on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein ("the Registered Marks"):

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Educational Structures	2,140,631	March 3, 1998
ES	2,208,767	December 8, 1998

; and

WHEREAS, ACC owns and has a bona fide intent to use the trademark, THE INTEGRATED CURRICULUM SOLUTION ("the Mark") in connection with the following goods and/or services: "educational services, namely, providing via a global computer network interdisciplinary courses of instruction at the kindergarten through high school level" for which ACC has a bona fide intent to use the Mark; and

WHEREAS, ACC has applied to register the Mark on the Principal Register of the United States Patent and Trademark Office based on ACC's bona fide intent to use the mark in commerce in connection with the above-described goods and/or services, Application Serial No. 75/327062 filed on July 18, 1997; and

WHEREAS, NCS desires to acquire the business of ACC in connection with which ACC has a bona fide intent to use the Mark and the pending Application; and

WHEREAS, NCS is also desirous of acquiring the Registered Marks and the above-referenced Registrations therefor;

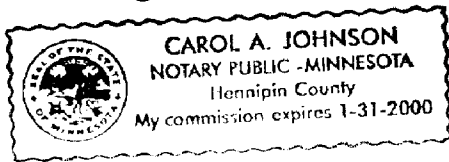
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ACC does hereby sell, assign and transfer to NCS all right, title and interest in and to the Mark and the pending Application therefore, together with ACC's business in connection with which it has a bona fide intent to use the Mark, and in and to each of the Registered Marks, together with the good will of the business symbolized by the marks and the Registrations thereof, said assignments to be effective as of the date first written above.

AMERICAN CYBERCASTING CORPORATION

BY: J. W. Fenton Jr
J. W. Fenton, Jr.
TITLE: Secretary
DATE: FEBRUARY 16, 1999

Subscribed and sworn to before me
this 16th day of February, 1999.

Carol A Johnson
Notary Public



2573.TM

The United States of America



CERTIFICATE OF REGISTRATION PRINCIPAL REGISTER

The Mark shown in this certificate has been registered in the United States Patent and Trademark Office to the named registrant.

The records of the United States Patent and Trademark Office show that an application for registration of the Mark shown in this Certificate was filed in the Office, that the application was examined and determined to be in compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks, and that the Applicant is entitled to registration of the Mark under the Trademark Act of 1946, as Amended.

A copy of the Mark and pertinent data from the application are a part of this certificate.

This registration shall remain in force for TEN (10) years, unless terminated earlier as provided by law, and subject to compliance with the provisions of Section 8 of the Trademark Act of 1946, as Amended.



Bruce Lehman

Commissioner of Patents and Trademarks

Int. Cl.: 41

Prior U.S. Cls.: 100, 101 and 107

Reg. No. 2,140,631

United States Patent and Trademark Office

Registered Mar. 3, 1998

**SERVICE MARK
PRINCIPAL REGISTER**

EDUCATIONAL STRUCTURES

AMERICAN CYBERCASTING CORPORATION
(OHIO CORPORATION)
30680 BAINBRIDGE ROAD
SUITE 100-A
OLON, OH 44139

FOR: EDUCATIONAL SERVICES, NAMELY,
PROVIDING VIA A GLOBAL COMPUTER
NETWORK INTERDISCIPLINARY COURSES
OF INSTRUCTION AT THE KINDERGARTEN
THROUGH HIGH SCHOOL LEVEL, IN CLASS
41 (U.S. CLS. 100, 101 AND 107).

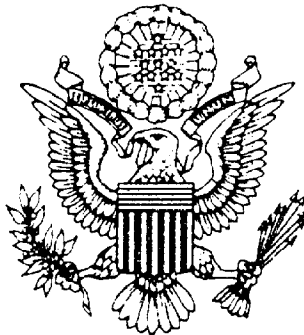
FIRST USE 1-31-1995; IN COMMERCE
1-31-1995.

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "EDUCATIONAL", APART
FROM THE MARK AS SHOWN.

SER. NO. 75-238,089, FILED 2-7-1997.

ANDREW A. ROPPEL, EXAMINING ATTOR-
NEY

The United States of America



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Bence Lehman

Commissioner of Patents and Trademarks

Int. Cl.: 41

Prior U.S. Cls.: 100, 101 and 107

Reg. No. 2,208,767

United States Patent and Trademark Office

Registered Dec. 8, 1998

**SERVICE MARK
PRINCIPAL REGISTER**

ES

AMERICAN CYBERCASTING CORPORATION
(OHIO CORPORATION)
30680 BAINBRIDGE ROAD
SUITE 100-A
SOLON, OH 44139

FOR: EDUCATIONAL SERVICES, NAMELY,
PROVIDING VIA A GLOBAL COMPUTER
NETWORK INTERDISCIPLINARY COURSES
OF INSTRUCTION AT THE KINDERGARTEN

THROUGH HIGH SCHOOL LEVEL , IN CLASS
41 (U.S. CLS. 100, 101 AND 107).

FIRST USE 2-1-1995; IN COMMERCE
2-1-1995.

SER. NO. 75-364,431, FILED 9-29-1997.

ESTHER BELENKER, EXAMINING ATTOR-
NEY