

02-24-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID# _____
- Correction of PTO Error
Real # _____ Frame # _____
- Corrective Document
Real # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name The University of Phoenix, Inc.

1/11/99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Arizona

Receiving Party

Mark if additional names of receiving parties attached

Name Apollo Group, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 4615 East Elwood Street

Address (line 2) _____

Address (line 3) Phoenix

City

Arizona

State/Country

85040

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Arizona

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

198E

02/23/1999 JSH/BNZZ 00000133 75377651

FOR OFFICE USE ONLY

01 FC:461
02 FC:442

40.00 OP
150.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Information Office, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Regin Ref: 02/23/1999 JSH/BNZZ 00000133 75377651
DOM: 102014 - Name: Phoenix 75377651
FC: 704

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DOM: 102014 - Name: Phoenix 75377651
FC: 704

TRADEMARK
REEL: 1859 FRAME: 0289

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TRADEMARK

Domestic Representative Name and Address

1999 FEB 22 AM 0:50
ORD/FINANCE

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/377,651"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,521,279"/>	<input type="text" value="2,062,191"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,089,210"/>	<input type="text" value="1,540,927"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,528,816"/>	<input type="text" value="1,534,699"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
 Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Christine M. Szwerc Christine M Szwerc February 16, 1999
 Name of Person Signing Signature Date signed

TRADEMARK ASSIGNMENT

WHEREAS THE UNIVERSITY OF PHOENIX, INC., an Arizona corporation located at 4615 East Elwood Street, Phoenix, Arizona 85040 ("Assignor") uses many trademarks, trade names, and/or service marks ("Marks") in connection with its educational goods and services, the applications and registrations of which are identified in Exhibit A; and

WHEREAS APOLLO GROUP, INC., an Arizona corporation located at 4615 East Elwood Street, Phoenix, Arizona 85040 ("Assignee") is a parent corporation of Assignor and desires to acquire all Assignor's right, title, and interest in and to the Marks and Assignor desires to assign the same to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and transfers to Assignee, its successors, assigns and legal representatives, all of Assignor's right, title and interest in and to the Marks, including the goodwill associated therewith, all applications and registrations thereof which are identified in Exhibit A attached to this Assignment and the right to sue for and collect damages for infringements and past infringements thereof.

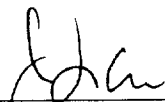
Assignor hereby authorizes and requests the United States Commissioner of Patents and Trademarks to record this Assignment for the sole benefit of Assignee, its successors, assigns, and legal representatives.

Assignor hereby agrees, upon request of Assignee, and without further consideration, to promptly provide Assignee with all pertinent facts and documents relating to the Marks which may be known and accessible to Assignor and to promptly assist Assignee in the execution of the transfer of the Marks, including, without limitation, executing all necessary documents.

Executed on this 11 day of JANUARY, 1999.

ASSIGNOR

THE UNIVERSITY OF PHOENIX, INC.

By: 

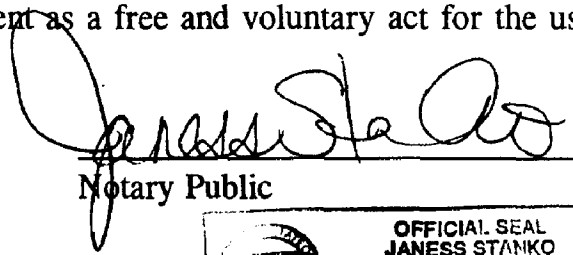
Name: JOSE KLOA de ALVA

Title: PRESIDENT

STATE OF ARIZONA)
) ss.
COUNTY OF Maricopa)

On this 11 day of January, 1999, before me, a notary public in and for said county, appeared Jorge Klor de Alva, who is known to me to be the same person whose name is subscribed to the foregoing instrument, and he acknowledges that he signed, sealed and delivered the said instrument as a free and voluntary act for the uses and purposes therein set forth.

(Seal)



Notary Public

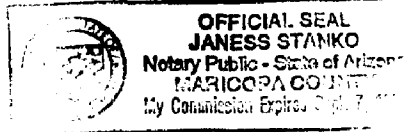


EXHIBIT A - MARKS

State Trademarks

MARK	REGISTRATION NUMBER/SERIAL NUMBER	STATE	STATUS
THE UNIVERSITY OF PHOENIX	135770	Arizona	Registered

U.S. Trademarks

MARK	REGISTRATION NUMBER/SERIAL NUMBER	STATUS
EAGLE (Design Only)	1,521,279	Registered 1/17/89
Encircled Bird with Outer Circle Encasing the Words "UNIVERSITY OF PHOENIX"	2,089,210	Registered 8/19/97
INSTITUTE FOR PROFESSIONAL DEVELOPMENT	1,528,816	Registered 3/7/89
THE CASEE GUIDE	2,062,191	Registered 5/13/97
FLEXNET	75/377,651	Filed 10/22/97
THE UNIVERSITY OF PHOENIX	1,540,927	Registered 5/23/89
THE UNIVERSITY OF PHOENIX and Design [Phoenix Bird]	1,534,699	Registered 4/11/89