



03-10-1999

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FORM PTO- (Rev. 6-93) U.S. Patent & TMO/c/TM Mail Rcpt Dt. #10

RECORD
TRADE



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100989141

Tab settings

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

1. Name of conveying party(ies): 3.10.99
TCI CTrack Asset Corp.

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

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Careertrack, Inc. (formerly Pryor Sub Two, Inc.)
 Internal Address: _____
 Street Address: 2000 Shawnee Mission Parkway
 City: Shawnee Mission State: KS ZIP: 66205

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 27 January 1999

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

A. Trademark Application No. (s)
75/361,426

Additional numbers Yes No

B. Trademark Registration No. (s)

2,049,081	1,295,077	1,551,851
2,050,829	1,386,325	
2061,012	1,565,552	

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

Name: Thomas H. Van Hoozer
 Internal Address: Hovey, Williams, Timmons & Collins

 Street Address: 2405 Grand Boulevard, Suite 400

 City: Kansas City State: MO ZIP: 64108

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$215.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-0522

RECEIVED
 MAR 10 11:09
 U.S. PATENT & TRADEMARK OFFICE
 TRADEMARK PROCESS.

03/19/1999 BMBUYEN 00000205 2049081
 01 FC:481 40.00 OP
 02 FC:482 175.00 OP

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.

Thomas H. Van Hoozer Thomas H. Van Hoozer March 9, 1999
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and 3

TRADEMARK
REEL: 1870 FRAME: 0527

SCHEDULE A

<u>Mark</u>	<u>Reg. No.</u>
IN A PINCH	2,049,081
IN A PINCH (design)	2,050,829
WELCOME TO THE TRAINING CENTER OF THE WORLD WIDE WEB	2,061,012
CAREERTRACK	1,295,077
CAREERTRACK CAREERSTORE	1,386,325
CAREERTRACK	1,565,552
CAREERTRACK	1,551,851

ASSIGNMENT

WHEREAS, TCI CTRACK ASSET CORP., a Colorado corporation, having its principal place of business at 5619 DTC Parkway, Englewood, Colorado 80111 ("Assignor") has adopted, used and is the owner of the marks which are listed on the attached Schedule A, including the U.S. Certificates of Trademark Registration therefor, and intends-to-use the mark TELECARE, and has filed, with the United States Patent and Trademark Office, and application for registration of said mark as Application No. 75/361,426, filed September 23, 1997; based upon the bona fide intent of Assignor to use such mark in commerce, but has not as yet filed an allegation of use of said mark under Section 1(c) or 1(d) of the Trademark Law; and

WHEREAS, Assignor, by this document, is assigning said marks and the above-identified registrations and applications for registration thereof to a successor of the entire business of Assignor to which said marks pertain, as required by 15 U.S.C. §1060; and

WHEREAS, CAREERTRACK, INC. (formerly PRYOR SUB TWO, INC.), a Kansas corporation having its principal place of business at 2000 Shawnee Mission Parkway, Shawnee Mission, Kansas 66205 ("Assignee"), is the successor to the ongoing and existing business or portion thereof of Assignor, to which the above-identified marks pertain, is desirous of acquiring said marks and the pending intent-to-use application for registration thereof; and

WHEREAS, Assignor further warrants that it is the lawful owner of the above-identified marks and the applications for registration thereof, and that it has full right and authority to make this Assignment thereof; and that there are no other assignments of rights or licenses granted with respect to said marks;

NOW, THEREFORE, for good and valuable consideration, Assignor hereby assigns to Assignee, the marks set forth on Schedule A appended hereto and incorporated herein, the Certificate

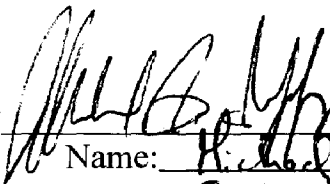
of Registration thereof, and the application for registration of the mark TELECARE, App. Serial No. 75/361,426, filed September 23, 1997, together with the goodwill of the business which is or may be symbolized with the mark with the understanding that, by this Assignment, Assignee succeeds to all ongoing and existing business of Assignor to which such marks pertain and, by its execution of this Assignment, Assignee assumes all liabilities in connection with the marks, including, but without limitation thereto, the further prosecution of the above-identified application for registration thereof.

This Assignment shall be binding upon and inure to the benefit of the parties hereto, their successors and assigns.

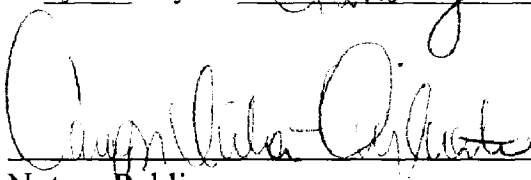
The Commissioner of Patent and Trademarks is requested to issue any Certificate of Registration for the pending applications to CAREERTRACK, INC.

TCI CTRACK ASSET CORP.

Dated: _____

By  _____
Name: Richard P. Duffy
Title: Senior Vice Pres. Serv

Subscribed and sworn to before me this 21st day of January, 1999.



Notary Public

My Commission Expires: 11/30/2003

Carolyn Silva-Quagliato
Notary Public District of Columbia
My Commission Expires: 11/30/2003