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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
02/25/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name TRO Learning, Inc.

02/25/99

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Roach Organization, Inc., The

DBA/AKA/TA _____

Composed of _____

Address (line 1) 4660 West 77th Street

Address (line 2) _____

Address (line 3) Edina

Minnesota

55435

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

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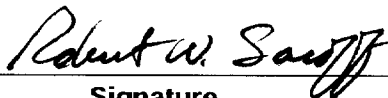
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Statement and Signature

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.

Robert W. Sacoff

Name of Person Signing



Signature

3/10/99
02/25/99

Date Signed

TRADEMARK ASSIGNMENT

TRO Learning, Inc. ("TRO"), a Delaware corporation with its principal place of business at 4660 W. 77th Street, Edina, Minnesota 55435, is using the mark PLATO for various computer-related products, and is the owner of that mark and the following U.S. registrations thereof: U.S. Reg. Nos. 1,090,872; 1,098,369; and 1,022,888 (the "registrations").

TRO desires to assign the mark PLATO, the goodwill associated therewith, and the above registrations thereof to The Roach Organization, Inc. ("Roach"), a Delaware corporation with its principal place of business at 4660 W. 77th Street, Edina, Minnesota 55435, and Roach desires to accept such an assignment. .

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TRO hereby assigns to Roach all of its right, title and interest in the mark PLATO, the goodwill associated therewith, U.S. Reg. Nos. 1,090,872; 1,098,369; and 1,022,888, together with all rights to sue and recover for past, present and future infringement thereof.

TRO LEARNING, INC.

By: *Steven R. Schuster*

Steven R. Schuster
Vice President and Treasurer

February 25, 1999

THE ROACH ORGANIZATION, INC.

By: *Steven R. Schuster*

Steven R. Schuster
Vice President and Treasurer

February 25, 1999

SS) State of Illinois, County of Cook
Subscribed before me this 25th day of
February, 1999

SS) State of Illinois, County of Cook
Subscribed before me this 25th day of
February, 1999

Nancy A. Butler

Notary Public

Nancy A. Butler

Notary Public

