

MRD  
5-21-99

08-11-1999

HEET



To the Honorable Commissioner of P

documents or copy thereof.

1. Name of conveying party(ies):

101094739

address of receiving party(ies):

ITP Licensing Corporation

Name: e-CourseWare Corporation

- Individual  Association
- General Partnership  Limited Partnership

Internal Address: \_\_\_\_\_

Corporation - State: Florida

Street Address: 1013 Centre Road

Other: \_\_\_\_\_

City: Wilmington State: DE Zip: 19805

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

3. Nature of conveyance: 40

- Assignment  Merger
- Security Agreement  Change of Name
- Other: \_\_\_\_\_

Corporation - State: Delaware

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)

Execution Date: April 30, 1998

Additional name(s) & address(es) attached  Yes  No

4. Application number(s) or registration number(s)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,188,303

Additional numbers attached?  yes  no

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

6. Total number of applications and registration involved:

Name: Catherine R. Howell, Paralegal

..... [1]

Internal Address: Ropes & Gray

7. Total Fee (37 CFR 3.41) ..... \$ 40

Street Address: 1301 K St., N. W. Suite 800 East

Enclosed

Authorized to be charged to deposit account

City: Washington, D.C. State: \_\_\_\_\_ Zip: 20005

8. Deposit account number:

18-1945

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.*

Catherine R. Howell  
Name of Person Signing

Catherine R. Howell  
Signature

May 21, 1999  
Date

Total number of pages including cover sheet, attachments and document:  1

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RECORDED  
1999 MAY 21 PM 3:26  
ASSOCIATION OF PROFESSIONAL MANAGERS

TRADEMARK ASSIGNMENT

THIS AGREEMENT is dated as of April 1, 1999.

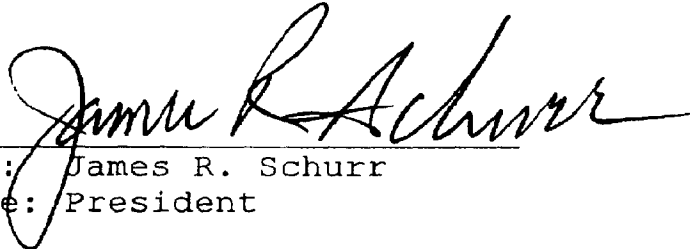
WHEREAS, ITP Licensing Corporation, a Florida corporation, an affiliate of International Thomson Publishing, Inc., (hereinafter referred to as the "Assignor"), has adopted, acquired and used in its business the following trademark:

**E-COURSE (and design) Registration No. 2,188,303**

WHEREAS, e-CourseWare Corporation (hereinafter called the "Assignee"), a Delaware corporation having its principal place of business at 1013 Centre Road, Wilmington, Delaware, in connection with the Software License and Distribution Agreement dated January 9, 1997 between e-CourseWare Corporation and Course Technology, a division of International Publishing, Inc., is desirous of acquiring all right, title and interest, in and to said trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee, effective as of April 30, 1997, its successors and assigns, all of its right, title and interest in and to said trademark registration, together with all of the goodwill of the business symbolized by said mark, and together with the right to sue and collect damages and/or profits for past infringements of said marks, the intent hereof being to substitute Assignee in the place of Assignor.

ITP Licensing Corporation

By:   
Name: James R. Schurr  
Title: President

STATE OF DELAWARE        )  
                                  ) ss:  
COUNTY OF NEW CASTLE )

On this 1<sup>st</sup> day of April, 1999, before me Kathryn A. Clayville, the undersigned officer, personally appeared James R. Schurr, who acknowledged himself to be the President of ITP Licensing Corporation, a corporation, and that he as such President, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Kathryn A. Clayville  
Notary Public