

07-22-1999

1-31-99

7-19-99



Patent & Trademark Office

To the Honorable Commissioner of P

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ad original documents or copy thereof.

1. Name of conveying party(ies):

Harcourt, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- Association
- Limited Partnership
- Other

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

Miller Comprehensive CPA Review, Inc. d/b/a
 Conviser-Duffy CPA Review, Inc.
 111 West Jackson Boulevard
 7th Floor
 Chicago, Illinois 60604

- Individual(s) citizenship U.S.
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Nunc Pro Tunc Assignment

Execution Date: July 1, 1999

If assignee is not domiciled in the United States, a domestic representative designated is attached Yes No

(Designations must be a separate document Assignment)
 Additional name(s) & Address(es) attached
 Yes No

4. Application or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,210,555

Additional numbers attached? Yes No

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

Name: Ava K. Doppelt, Esquire
 Internal Address: Allen, Dyer, Doppelt,
 Milbrath & Gilchrist, P.A.

Street Address: 255 South Orange Avenue Suite 1401

City: Orlando St: FL Zip: 32801

6. Total number of applications and registrations involved:.....(1)

7. Total fee (37CFR 3.41)..... \$40.00
 Enclosed (receipt for payment)
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

Ava K. Doppelt, Esquire

July 19, 1999

Signature

Date

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

TRADEMARK ASSIGNMENT

WHEREAS Harcourt, Inc., a corporation of the State of Delaware, with its principal place of business at 6277 Sea Harbor Drive, Orlando, Florida 32887, is the owner of U.S. Trademark Registration 2,210,555 for the mark **PASSMASTER**, for computer programs and users' manuals, packaged as a unit, for review and preparation for the CPA examination, in International Class 9, (hereinafter "the Trademark"), and

WHEREAS Harcourt, Inc. wishes to assign all right, title and interest in and to the Trademark and all goodwill associated with the Trademark to Miller Comprehensive CPA Review, Inc. d/b/a Conviser-Duffy CPA Review, a corporation of the State of Delaware, with its principal place of business at 111 West Jackson Boulevard, 7th Floor, Chicago, Illinois 60604,

NOW, THEREFORE, Harcourt, Inc., for good and valuable consideration, does hereby assign as follows:

1. Harcourt, Inc. hereby assigns, transfers and conveys to Miller Comprehensive CPA Review, Inc. d/b/a Conviser-Duffy CPA Review, all right, title and interest in and to the Trademark together with (i) the goodwill associated with the Trademark and (ii) all rights and privileges pertaining to the Trademark,

including, without limitation, all causes of action, claims and demands and other rights for, or arising from, any past or future infringement of the Trademark, including the right to receive damages for the same.

2. Harcourt, Inc. shall, without further consideration, cause to be performed such other lawful acts and to be executed such further assignments and other lawful documents as Miller Comprehensive CPA Review, Inc. d/b/a Conviser-Duffy CPA Review may from time to time reasonably request to effect fully this Trademark Assignment and to permit Miller Comprehensive CPA Review, Inc. d/b/a Conviser-Duffy CPA Review to be fully recorded as the registered owner of the Trademark and all other rights hereby conveyed.

Harcourt, Inc.

Date: July 1, 1999

By: Kathleen A. Bursley

Kathleen A. Bursley
Vice President