

09-07-1999

8-31-99



To the Honorable Commissioner of Patents and Trademarks

101136448

...hed original documents or copy thereof.

1. Name of conveying party(ies):

Miller Comprehensive CPA Review, Inc.
d/b/a Conviser-Duffy CPA Review

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

Additional name(s) of conveying party(ies) attached?

- Yes
- No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other July 1, 1999
- Merger
- Change of Name

Execution Date: _____

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

Name: DeVry/Becker Educational Development Corp.

Internal Address: _____

Street Address: One Tower Lane

City: Oak Brook Terrace State: IL ZIP: 60181

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

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)
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)

2,210,555

Additional numbers attached? Yes No

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

Name: Joan L. Long

Internal Address: _____

Mayer, Brown & Platt

Street Address: P.O. Box 2828

City: Chicago State: IL ZIP: 60690-2828

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account for any additional fees

8. Deposit account number: 130019

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

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.

Joan L. Long

Name of Person Signing

Signature

8/17/99
Date

Total number of pages comprising cover sheet: 1

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

09/03/1999 DNGUYEN 00000323 2210555

01 FC:481

40.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C.

Public bonds

TRADEMARK ASSIGNMENT

WHEREAS 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, 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 Miller Comprehensive CPA Review, Inc. d/b/a Conviser-Duffy CPA Review wishes to assign all right, title and interest in and to the Trademark and all goodwill associated with the Trademark to DeVry/Becker Educational Development Corp., a corporation of the State of Delaware, with its principal place of business at One Tower Lane, Oakbrook Terrace, Illinois 60181,

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants, representations and warranties in the Asset Purchase Agreement dated as of July 1, 1999 between Miller Comprehensive CPA Review, Inc. d/b/a Conviser-Duffy CPA Review and DeVry Inc., and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Miller Comprehensive CPA Review, Inc. d/b/a Conviser-Duffy CPA Review hereby agrees as follows:

1. Miller Comprehensive CPA Review, Inc. d/b/a Conviser-Duffy CPA Review hereby assigns, transfers and conveys to DeVry/Becker Educational

JUL. 2. 1999 2:30PM

ROPES & GRAY

RightFax4 * Pg 20/20

NO. 4726 P. 20/20

07/02/99 FRI 11:58 FAX 312 3801081
JUL-01-99 08:11 PM

Richard J. Conviser

0009

ALLEN-DYER-DOPPELT-ETAL. 487 041 2343

P. 56

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

Miller Comprehensive CPA Review, Inc. d/b/a
Conviser-Duffy CPA Review

Date 7/1/999

By: Richard J. Conviser
Richard J. Conviser
President