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TO: The Commissioner of Patents and Trademarks

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- New
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Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year
03041999

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
03041999

Name Santa Cruz Software Services

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Blackboard Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1111 - 19th Street, N.W., Suite 600

Address (line 2) _____

Address (line 3) Washington

City

D.C.

State/Country

20036

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.)

09/07/1999 DNGUYEN 00000370 1263461

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1263461"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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.

ASSIGNMENT OF TRADEMARK RIGHTS

This Assignment is made as of the 4th day of March, 1999 by Santa Cruz Software Services, a California corporation located at 1411 Jesusita Lane, Santa Barbara, California 93105 ("Assignor") in favor of Blackboard Inc., a Delaware corporation having an address at 1111 19th Street, N.W., Suite 600, Washington, DC 20036 ("Assignee").

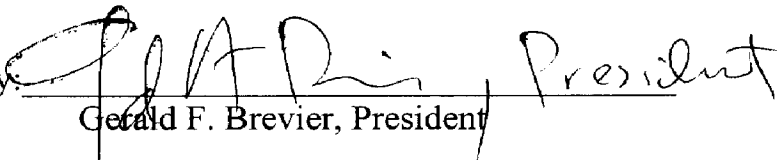
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

Assignor, for itself and its predecessors in title, if any, hereby assigns to Assignee all right and title it may have in the trademarks and/or service marks BLACKBOARD, THE ELECTRIC BLACKBOARD, and related logos (collectively, the "MARKS"), along with the goodwill associated with the MARKS and ownership of U.S. Trademark Registration 1,263,461 and California State Registration 65946.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the date set forth above.

ASSIGNOR:

Santa Cruz Software Services

By:  President
Gerald F. Brevier, President

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