

04/20/00

05-12-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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OPR/FINANCE

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

05/11/2000 JJALLAH2 00000007 75634860

01 FC:481
02 FC:482

40.00 DP
100.00 DP

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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

TRADEMARK
REEL: 002070 FRAME: 0359

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)

Address (line 4)

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" value="75634860"/>	<input type="text" value="75641978"/>	<input type="text"/>	<input type="text" value="2064168"/>	<input type="text" value="2103203"/>	<input type="text" value="2173682"/>
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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:

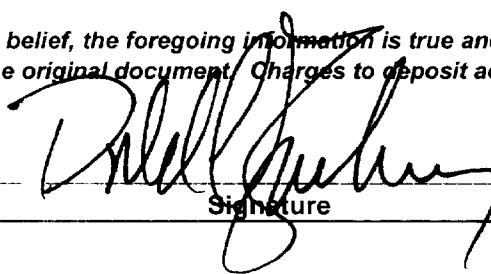
Yes No

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.

Donald L. Zachary, Esq.

Name of Person Signing



Signature

4/20/00

Date Signed

TRADEMARK ASSIGNMENT

**FROM FRONTLINE GROUP OPERATING COMPANY, INC.
TO
FRONTLINE GROUP ORGANIZATIONAL LEARNING SYSTEMS, INC.**

WHEREAS, Frontline Group Operating Company, Inc., a Delaware corporation, having a place of business at 5115 Maryland Way, Brentwood, Tennessee 37027 (hereinafter Assignor), is the owner of the trademark registrations and applications listed on the attached Appendix A; and

WHEREAS, Assignee has entered into a certain contribution agreement, dated January 14, 2000, by and among Assignee and Frontline Group Organizational Learning Systems, Inc., an Oklahoma corporation and a wholly-owned subsidiary of Assignor ("Assignee") (the "Contribution Agreement"), pursuant to which Assignor has agreed to contribute certain assets to Assignee, including the trademark registrations and applications listed on Exhibit A, in exchange for 100 shares of common stock, no par value, of Assignee; and


WHEREAS, pursuant to the Contribution Agreement, Assignee, having a place of business at 4111 S. Darlington Avenue, Tulsa, Oklahoma 74153-0448, is desirous of acquiring any and all rights that Assignor may have in and to the trademark registrations and applications listed on the attached Appendix A, together with the goodwill of the business in connection with which said trademark registrations and applications listed on the attached Appendix A are used and which is symbolized by same, along with the right to recover damages and profits for the past infringement thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said trademark registrations and applications listed on the attached Appendix A, together with the goodwill and the business in connection with which same is used and which is symbolized thereby, and all other

rights which Assignor has enjoyed thereunder throughout all countries of the world, including any and all rights of recovery based on past infringement of said trademark registrations and applications listed on the attached Appendix A, the same to be held and enjoyed by the Assignee, its successors and assigns to the full end of the terms for which the aforesaid trademark registrations and applications listed on the attached Appendix A are valid and any renewals of the terms thereof.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized officer this 14th day of January, 2000.

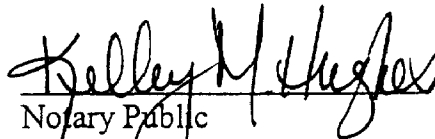
FRONTLINE GROUP OPERATING
COMPANY, INC.

By: 
Name: Michael E. Hogrefe
Title: Executive Vice President,
Chief Financial Office and Secretary

ACKNOWLEDGMENT

STATE OF TENNESSEE)
) ss.
COUNTY OF DAVIDSON)

On the 14th day of January, 2000 before me personally appeared Michael E. Hogrefe, to me personally known or proved to me on the basis of satisfactory evidence to be the person described in and who executed the foregoing instrument as Executive Vice President, Chief Financial Officer and Secretary of Frontline Group Operating Company, Inc., who being by me duly sworn, did depose and say that he is Executive Vice President, Chief Financial Officer and Secretary of said corporation, the corporation described in and which executed the foregoing instrument; that the said instrument was signed on behalf of said corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.


Notary Public

{Seal}

My commission expires:

Notary Public, Davidson County, Tennessee
My Commission Expires January 26, 2002

APPENDIX A

FRONTLINE GROUP OPERATING COMPANY, INC.
ASSIGNS THE FOLLOWING TO
FRONTLINE ORGANIZATIONAL LEARNING SYSTEMS, INC.

TRADEMARKS

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	REGISTRATION <u>NUMBER</u>	<u>COUNTRY</u>
Organizational Learning Systems	74/559,483	2,064,168	United States
Target Bullseye Design	75/168,399	2,173,682	United States
Miscellaneous Target/Bullseys Design	75/168,624	2,103,203	United States

TRADEMARK APPLICATIONS

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>COUNTRY</u>
Multi Color Quadrant Design	75/641,978	United States
Progeny	75/634,860	United States