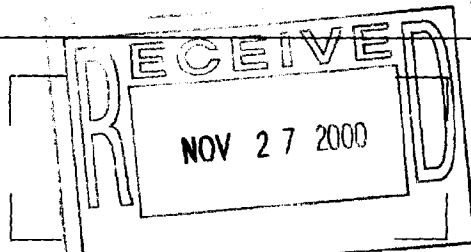


MRD
11-27-00



12-15-2000



101554232

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
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
08 18 00

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Science Applications International Corporation

08 18 00

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Systems & Computer Technology Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 4 Country View Road

Address (line 2) _____

Address (line 3) Malvern Pennsylvania 19355

City

State/Country

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.)

12/14/2000 6TOM11 00000336 75531852

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 375.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 2194 FRAME: 0963

Domestic Representative Name and Address

Enter for the first Receiving Party only.

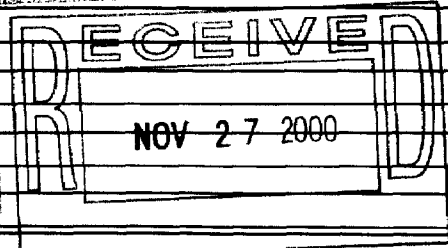
Name

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="75531852"/> | <input type="text" value="75400032"/> | <input type="text" value="75418632"/> | <input type="text" value="2182891"/> | <input type="text" value="2184006"/> | <input type="text" value="1894581"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1833747"/> | <input type="text" value="2184010"/> | <input type="text" value="2145114"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1839740"/> | <input type="text" value="2129888"/> | <input type="text" value="2112831"/> |

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.

Mindy Ellis Schwartz

Name of Person Signing

Mindy Ellis Schwartz

Signature

November 29, 2000

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional 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

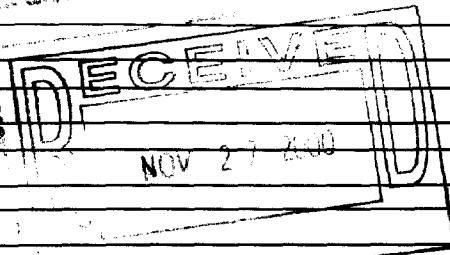
Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization



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 the Assignment.)

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

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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)

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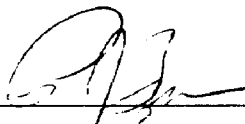
ASSIGNMENT OF TRADEMARKS

WHEREAS, Science Applications International Corporation, a Delaware corporation with offices at 10260 Campus Point Drive, San Diego, California 92121 (the "Assignor"), has acquired, adopted, used or is using the trademarks shown in Schedule A hereto in its Enerlink business, together with those trademarks for which it has filed applications, including but not limited to, those based on an intent to use and for some of which it has filed allegations of use under Section 1(c) or 1(d) of the Trademark Act (15 U.S.C. 1051(c), (d)); and

WHEREAS, Assignor and Systems & Computer Technology Corporation, a Delaware corporation with offices at 4 Country View Road, Malvern, Pennsylvania 19355 (the "Assignee"), are simultaneously herewith entering into an Asset Purchase Agreement, pursuant to which Assignee is acquiring certain assets and property used in Assignor's Enerlink business and it is desirous of acquiring the trademarks shown in Schedule A hereto and any other trademarks used in such business (collectively, the "Trademarks"), the registrations and applications for registration of the Trademarks shown in Schedule A and any other registrations and applications for registration of the Trademarks and the goodwill of the business symbolized by the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee all of its right, title and interest in and to the Trademarks, together with the registrations and applications for registration of the Trademarks shown in Schedule A, any other registrations and applications for registration of the Trademarks, in and to all income, royalties, damages and payments now or hereafter due or payable with respect thereto and in and to all rights of actions arising from the Trademarks, all claims for damages by reason of past, present and future infringement of the Trademarks and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made, and the goodwill of the business symbolized by the Trademarks.

SCIENCE APPLICATIONS INTERNATIONAL
CORPORATION

By: 
Name: Pamela J. Burman
Title: Gen VP Finance & Administration

SCHEDULE A**Scheduled Trademarks**

| <u>Mark</u> | <u>Application No./ Registration No.</u> |
|-----------------------------|---|
| ARGUS | 75/174,835 |
| BILLGEN | 2,182,891 |
| CBL MANAGER | 75/400,032 |
| ENERLINK | 1,833,747 |
| ENERLINK | 1,839,740 |
| ENERLINK & DESIGN | 2,184,006 |
| ENERLINK & DESIGN | 2,184,010 |
| ENERLINK COMPLIANT | 75/332,826 |
| ENERLINK COMPLIANT | 75/332,827 |
| ENERLINK COMPLIANT & DESIGN | 75/333,053 |
| ENERLINK COMPLIANT & DESIGN | 75/332,828 |
| ENERLINK RTP MAIL | 2,129,888 |
| METERLINK | 1,894,581 |
| PRICENET | 75/531,852 |
| PROFILE MODELER | 75/200,778 |
| RATECOM | 2,145,114 |
| RTP MAIL | 2,112,831 |
| VISUAL RATE MODELER | 75/418,632 |
| WINCALC | 2,026,027 |
| WINCALC/C | 2,143,397 |
| ENET | 75/024,823 |
| ENET | 75/025,540 |