

01-09-2001



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MHO
10.19.02

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

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

Mark if additional names of conveying 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

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

01/09/2001 MTHAI1 00000021 75853763

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 Practice. 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

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="75/853,763"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/853,408"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/853,444"/>	<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

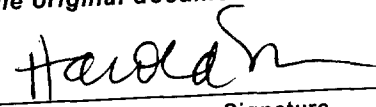
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

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.

Harold J. Milstein  Date Signed

Name of Person Signing Signature

TRADEMARK ASSIGNMENT

WHEREAS, SmartForce, a Delaware Corporation located at 900 Chesapeake Drive, Redwood City, California 94063, has adopted, is using or has an intent-to-use the trademarks shown in Schedule 1, attached hereto, with registrations or applications in the United States Patent and Trademark Office (the "Trademarks"): and

WHEREAS, SmartForce PLC an Irish company located at Belfield Office Park Clonskeagh Dublin 4 Ireland, is desirous of acquiring said Trademarks and the registrations or applications thereof as successor in interest to the business pertaining to the Trademarks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, SmartForce a Delaware Corporation does hereby assign unto SmartForce PLC, all its right, title and interest in and to said Trademarks, together with the goodwill of the business symbolized by the marks, and the registrations and applications thereof.

Date: 10/27/2000

By: SmartForce
David C. Drummond

Name: David C. Drummond

Title: CFD

attachment: Schedule 1

SCHEDULE 1

TRADEMARK	APPLICATION/REGISTRATION NO.
SMARTFORCE THE E-LEARNING COMPANY AND DESIGN	75/853,763
SMARTFORCE (Stylized)	75/853,408
SMARTFORCE E-LEARNING (Stylized)	75/853,444

Attachment: Schedule 1

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: SmartForce, a Delaware Corporation	
Serial No.: 75/853,763	
Filed: November 19, 1999	
Mark: SMARTFORCE THE E-LEARNING COMPANY AND DESIGN	
Classes: 9 and 41	

Assistant Commissioner for Trademarks
 2500 Crystal Drive
 Arlington, Virginia 22202-3513

DESIGNATION OF DOMESTIC REPRESENTATIVE

Applicant hereby designates Heller, Ehrman, White & McAuliffe LLP as domestic representative upon whom may be served notices or process in proceedings affecting this mark. Direct all calls to Harold J. Milstein at (650) 324-7061. Please direct all correspondence to:

Harold J. Milstein, Esq.
 Heller, Ehrman, White & McAuliffe LLP
 525 University Avenue
 Palo Alto, California 94301-1900

SMARTFORCE PLC
 By: *David Drummond*
 Name: David Drummond
 Title: CEO

Date: 12/11, 2000

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: SmartForce, a Delaware Corporation	
Serial No.: 75/853,408	
Filed: November 19, 1999	
Mark: SMARTFORCE	
Classes: 9 and 41	

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

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Harold J. Milstein, Esq.
Heller, Ehrman, White & McAuliffe LLP
525 University Avenue
Palo Alto, California 94301-1900

Date: 12/11, 2000

SMARTFORCE PLC
By: [Signature]
Name: David Drummond
Title: CFO

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant:	SmartForce, a Delaware Corporation
Serial No.:	75/853,444
Filed:	November 19, 1999
Mark:	SMARTFORCE E-LEARNING
Classes:	9 and 41

Assistant Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, Virginia 22202-3513

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Harold J. Milstein, Esq.
 Heller, Ehrman, White & McAuliffe LLP
 525 University Avenue
 Palo Alto, California 94301-1900

Date: 12/11, 2000

SMARTFORCE PLC

By: [Signature]
 Name: David Drummond
 Title: CFO

December 12, 2000
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Thank you for your assistance in this matter.

Very truly yours,



Harold J. Milstein

enclosures