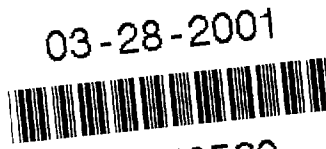


3-15-01

RE



101650560

FEET

TRADEMARKS ONLY

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

Submission Type

Conveyance Type

New

Resubmission Document ID # (Non-Recordation)

Correction of PTO Error Reel # Frame #

Corrective Document Reel # Frame #

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

03/27/2001 TDIAZ1 00000147 75776607

01 FC:481

40.00 00

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="75/776,607"/>	<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"/>	<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.

Harold J. Milstein
Name of Person Signing


Signature

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, Fidalco Limited an Ireland Limited Liability Company, located at Belfield Office Park, Clonskeagh Dublin 4, Ireland, has adopted, is using or has an intent-to-use the trademark 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, Fidalco Limited 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: 11/3/2000

Fidalco Limited
By: [Signature]
Name: Kenn Murphy
Title: Director

attachment: Schedule 1

RECEIVED TIMENOV. 3. 4:33PM

PRINT TIMENOV. 3. 4:35PM

SCHEDULE 1

TRADEMARK	APPLICATION/REGISTRATION NO.
SMARTFORCE THE E-LEARNING COMPANY	75/776.607

Attachment. Schedule 1

UNITED STATES DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

Applicant: SmartForce PLC
(Assignee of Fidalco Limited)

Mark: SMARTFORCE THE E-LEARNING
COMPANY

Serial No.: 75/776,607

Filing Date: August 16, 1999

Int'l Classes: 9 and 41

Commissioner of Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

DESIGNATION OF DOMESTIC REPRESENTATIVE

Dear Sir:

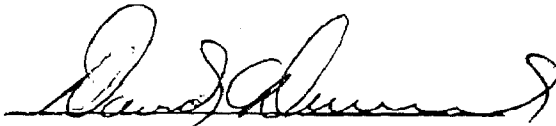
SmartForce PLC hereby designates the following attorneys,
HAROLD J. MILSTEIN and SHEILA N. WEINBERGER, each a member
of the Bar of the State of California, and the law firm of HELLER
EHRMAN WHITE & McAULIFFE LLP, as domestic representatives upon
whom may be served notices or process in proceedings affecting the
registration of the mark SMARTFORCE THE E-LEARNING COMPANY,
Serial No. 75/776,607; provided that if any one of such attorneys ceases
being affiliated with the law firm of Heller, Ehrman, White & McAuliffe as
partner, employee or of counsel, such attorney's appointment as domestic
representative and all powers derived therefrom shall terminate on the date
such attorney ceases being so affiliated.

Please address all correspondence and phone calls to:

Harold J. Milstein
HELLER EHRMAN WHITE & McAULIFFE LLP
275 Middlefield Road
Menlo Park, California 94025-3506
(650) 324-7061

Dated: 3/9, 2001

Respectfully submitted,
SMARTFORCE PLC

By: 

Name: David P. Diamond

Title: CFO

APPROVED LEGAL
BY: 