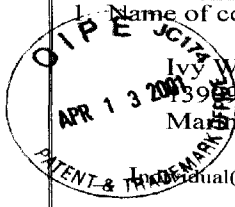


TRADEMARKS ONLY



To the Honorable Commissioner of Patents and
Please record the attached original document:

101684335



1. Name of conveying party(ies):
 Ivy West Educational Services, Inc.
 139 Old Harbor Lane, Suite 202
 Mar del Rey, California 90292

Individual(s)
 Corporation (California Corporation)
 Other

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
 Sylvan Learning Systems, Inc.
 1001 Fleet Street
 Baltimore, Maryland 21202

Corporation (Maryland Corporation)
 General Partnership
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No

(Designations must be a separate document from Assignment) Additional names(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment
 Merger
 Security Agreement
 Change of Name
 Other

Execution Date: August 16, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s):

1,906,024

Additional numbers attached? Yes No

5. Name and Address of party to whom correspondence concerning document should be mailed:

Name: **Mark B. Harrison, Esq.**
 Internal Address: **VENABLE**
 Street Address: **1201 New York Ave, N.W.**
Suite 1000
Washington, D.C. 20005

6. Total number of registrations involved: 1

7. Total fee (37 CFR 3.41) **\$40.00**

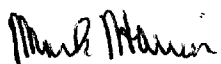
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **22-0261**

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Mark B. Harrison, Esq.  4/13/01
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet:
 29239-165107

A S S I G N M E N T

WHEREAS, Ivy West Educational Services, Inc. (hereinafter "Assignor"), a California corporation having its address at 13909 Old Harbor Lane, Suite 202 Marina del Rey California, 90292, is the owner of the United States Trademark Registration No. 1,906,024 issued July 18, 1995 for the mark IVY WEST and of the trademark shown in said registration, and of the goodwill of the business symbolized by said mark;

AND WHEREAS, Sylvan Learning Systems, Inc., a corporation duly organized and existing under the laws of Maryland, and having its offices and principal place of business at 1000 Lancaster Street, Baltimore, Maryland 21202 is desirous of acquiring the entire right, title and interest in and to the said United States trademark registration, and the trademark shown in said registration, the goodwill of the business symbolized by said mark, and the right to conduct business in the United States under the mark;

NOW THEREFORE, for one dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer unto the said Assignee the entire right, title and interest in and to the said United States trademark registration, and the trademark shown in the said registration together with the goodwill of the business symbolized by said mark, the right to sue for past infringement, and the right of Assignor to conduct business under said trademark.

Done, this 16 day of August, 2000.

IVY WEST EDUCATIONAL SERVICES, INC.

By: _____

Name: _____

Title: _____

230255