

05-08-2001



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04-17-2001

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Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
10 25 2000

Conveying Party

Mark if additional names of conveying parties attached

Name Sylvan Learning Systems, Inc. Execution Date
Month Day Year
10 25 2000

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 Mindsurf Networks, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 8180 Greensboro Drive

Address (line 2) Suite 500

Address (line 3) McLean

Virginia

State/Country

22102

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
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Refund Ref: 05/07/2001 GTON11 0000104869

05/07/2001 GTON11 00000198 76110583

01 FO:481 40.00 DP
02 FO:482 50.00 DP

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Trademark Application Number(s)

<input type="text" value="76-110,583"/>	<input type="text" value="76-086,486"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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Registration Number(s)

<input type="text" value="2,208,030"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

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Method of Payment:

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Deposit Account

Deposit Account

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

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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.


Name of Person Signing

Jeremy K. McKown
Signature

April 9, 2001
Date Signed

ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS, that in exchange for valuable consideration, receipt of which is hereby acknowledged, by Sylvan Learning Systems, Inc., a Maryland corporation ("Sylvan"), to MindSurf, Inc., a Delaware corporation ("MindSurf"), Sylvan hereby conveys, assigns, transfers and sets over to MindSurf, all of Sylvan's right, title and interest in and to the intellectual property rights embodied in or associated with (i) the domain name "MindSurf.net"; (ii) the service marks U.S. Reg. No. 2,208,030 and U.S. Ser. No. 76,086,486; and (iii) the application for service mark and/or trade mark filed on or about August 16, 2000 with the U.S. Patent and Trademark Office (serial number to be determined) associated with the name "MindSurf" (collectively the "Assets").

TO HAVE AND TO HOLD the Assets unto MindSurf, and its successors and assigns, to their own use and benefit forever.

THE UNDERSIGNED agrees to execute and deliver such further documents and instruments and to take such other action as may be reasonably requested by MindSurf as may be necessary to effectively assign the Assets to MindSurf.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its duly authorized representative this 25th day of October, 2000.

WITNESS:

Sylvan Learning Systems, Inc.

Suzette M. Baker

By: *Robert W. Zentz* (SEAL)
Name: Robert W. Zentz
Title: Sr. V.P.



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RECORDED: 04/17/2001

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