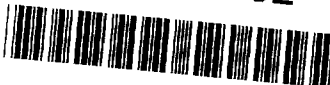


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

American InterContinental University, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/20/2001

2. Name and address of receiving party(ies)

Name: AIU Educational Heritage, LLC

Internal

Address:

Street Address: 2895 Greenspoint Pkwy, Ste 600

City: Hoffman Estates State: IL Zip: 60195

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other limited liability company

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 name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2307331, 2216174

Additional number(s) attached Yes No

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

Name: Tanya L. Curtis

Internal Address: Katten Muchin Zavis

Street Address: 525 W. Monroe Street

Suite 1600

City: Chicago State: IL Zip: 60661

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Becky A. Williams

Name of Person Signing

Becky A. Williams Signature

12/21/2001

Date

Total number of pages including cover sheet, attachments, and document:

3

01/03/2002 DBYRME 00000027 2307331

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:481 02 FC:482

40.00 OP 25.00 OP

TRADEMARK REEL: 2416 FRAME: 0904

**TRADEMARK ASSIGNMENT FROM  
AMERICAN INTERCONTINENTAL UNIVERSITY, INC. TO AIU EDUCATIONAL  
HERITAGE, LLC**

This Assignment is made this 20<sup>th</sup> day of December, 2001, by American InterContinental University, Inc., a Georgia corporation ("Assignor"), located at 2895 Greenspoint Parkway, Suite 600, Hoffman Estates, Illinois 60195, to AIU Educational Heritage, LLC, a Delaware limited liability company ("Assignee"), located at 2895 Greenspoint Parkway, Suite 600, Hoffman Estates, Illinois 60195.

WHEREAS, Assignor has adopted and used in its business the trademarks identified on **Schedule A** hereto and the registrations therefor (the "Trademarks");

WHEREAS, Assignee desires, and Assignor has agreed to assign to Assignee, the entire right, title and interest in and to the Trademarks, together with the goodwill of the business connected with the use of and symbolized by the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee its entire right, title, and interest in, to and under the Trademarks and the registrations therefor, together with the goodwill of the business connected with the use of and symbolized by the Trademarks and the right to sue and recover for any past infringements of the Trademarks.

FURTHER, Assignor agrees to execute and provide promptly after its execution hereof, such further instruments, documents or assignments as may be reasonably necessary to effectuate the purposes of this transaction and to consolidate, vest and record in Assignee Assignor's rights in and to the Trademarks.

IN WITNESS WHEREOF the Assignor has executed this instrument.

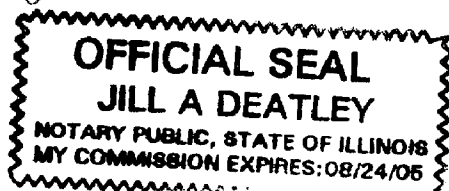
AMERICAN INTERCONTINENTAL  
UNIVERSITY, INC.

By: *Patrick K. Pesch*  
Name: Patrick K. Pesch  
Title: Vice President

STATE OF ILLINOIS            )  
  ) SS  
COUNTY OF Kane            )

SUBSCRIBED AND SWORN  
to before me this 20<sup>th</sup> day  
of December, 2001

*Jill A. Deatley*  
Notary Public



**SCHEDULE A**

**Trademark Registrations**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
ENTERPRISE LEARNING MODEL	2,307,331	01/11/2000
AIU AMERICAN INTERCONTINENTAL UNIVERSITY and Design	2,216,174	01/05/1999

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