

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Orange County Superintendent of Schools also known as Orange County Department of Education		02/27/2004	Education Public Entity: CALIFORNIA

RECEIVING PARTY DATA

Name:	Workers Assistance Program, Inc.
Street Address:	2525 Wallingwood Drive
Internal Address:	Building 5
City:	Austin
State/Country:	TEXAS
Postal Code:	79746
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2168748	PAL
Registration Number:	2234580	PALNET

CORRESPONDENCE DATA

Fax Number: (949)760-9502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 949-760-0404
 Email: efilings@kmob.com
 Correspondent Name: Lynda J. Zadra-Symes
 Address Line 1: 2040 Main Street
 Address Line 2: Fourteenth floor
 Address Line 4: Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER:	OCDED.032T
NAME OF SUBMITTER:	Lynda J. Zadra-Symes

CH \$65.00 2168748

Total Attachments: 10

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LICENSE AGREEMENT

This Confidential Assignment and License Agreement (the "Agreement") is made and entered into as of this 27th day of February, 2004 (the "Effective Date") by and between Workers Assistance Program, Inc. (hereinafter "WAP"), having its principal place of business at 2525 Wallingwood Drive, Building 5, Austin, Texas 78746, and Orange County Superintendent of Schools, also known as Orange County Department of Education (hereinafter "OCDE"), having its principal place of business at 200 Kalmus Drive, P.O. Box 9050, Costa Mesa, CA 92628-9050.

RECITALS

WHEREAS, OCDE is the owner of the mark PAL®, which OCDE has used in connection with its peer assistance program (the "PAL® Mark");

WHEREAS, OCDE is the owner of certain trademark applications and registrations for the PAL® Mark in connection with peer-to-peer programs in schools;

WHEREAS, WAP has operated a PAL® peer assistance program under license from OCDE since November 17, 1997;

WHEREAS, OCDE desires to assign to WAP all right, title and interest that OCDE has in and to the PAL® Mark, including all right, title and interest in and to the federal and state trademark applications and registrations identified in Attachment 1 hereto (excluding Registration No. 2,022,703 and Registration CA No. 044603);

WHEREAS, OCDE desires to acquire the right to use the PAL® Mark under license from WAP and to maintain ownership of and to use the trademark registrations identified in Attachment 2 hereto, subject to the terms of the license (hereinafter "OCDE Logo Marks");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

AGREEMENT TERMS


1. ASSIGNMENT

OCDE hereby assigns, conveys and sells to WAP all worldwide rights, title, and interest in and to the PAL® Mark, including the rights, title and interest in the applications and registrations listed in Attachment 1 hereto, together with the goodwill symbolized by the PAL® Mark.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers as of the day and year first above written.


WORKERS ASSISTANCE PROGRAM

Dated: 05/04/04

By: 
Name: Terrence R Cowan
Title: CEO

ORANGE COUNTY DEPARTMENT OF
EDUCATION

Dated: _____

By: 
Name: LYNN APRIL HARTLINE
Title: DEPUTY SUPERINTENDENT

ATTACHMENT 1

<u>TRADEMARK</u>	<u>REG./APP. NO.</u>	<u>GOODS/SERVICES</u>
PAL	2,168,748	Printed materials, namely pamphlets, stickers, course books, printed checklists and notebooks for use in peer-counseling, concerning the personal and social issues facing students, such as self-esteem, goals, substance abuse and interpersonal relationships in class 16; educational services, namely conducting special peer-counseling classes and seminars for students on personal issues, such as self-esteem, goals, substance abuse and interpersonal relationships in class 42.
PALNET	2,234,580	Electronic telecommunications services relating to educational/peer assistance programs, namely electronic mail and electronic store-and-forward messaging services in class 38; computer services, namely, providing a web site featuring information on peer assistance programs; providing on-line facilities for real-time interaction with other computer users concerning peer assistance programs, and providing access time to electronic bulletin boards and computer databases featuring subjects relating to peer assistance programs, including peer tutoring, substance abuse prevention, new student orientation, peer mediation and conflict resolution assistance to students with special needs, community service projects, and both individual and group peer support in class 42.