

12/12/03

12-30-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



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

Tab settings

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

1. Name of conveying party(ies):
ACS Education Services, 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: Effective as of November 21, 2003

2. Name and address of receiving party(ies)
Name: ACS Marketing, L.P.
Internal Address: _____
Street Address: 2828 N. Haskell
City: Dallas State: TX Zip: 75204

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Delaware
 Corporation-State _____
 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 name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/341,567 76/391,756

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1,464,830 927,959 1,912,065
2,528,612 2,688,655

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Carl C. Butzer, Esq.
Internal Address: Jackson Walker L.L.P.
Street Address: 901 Main Street, Suite 6000
City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 190.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

A. Jeffrey Smith [Signature] 12-2-03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

12/29/2003 LINDLER 000052 76341567 40.00 150.00 01 FC:1521 02 FC:1552

TRADEMARK REEL: 002887 FRAME: 0174

ASSIGNMENT

This ASSIGNMENT is made effective as of November 21, 2003, between ACS Education Services, Inc., a Delaware corporation, located and doing business at 2828 North Haskell, Dallas, Texas 75204 ("Assignor") and ACS Marketing, L.P., a Delaware limited partnership, whose general partner is Affiliated Computer Services, Inc., a Delaware corporation, located and doing business at 2828 North Haskell, Dallas, Texas 75204 ("Assignee").

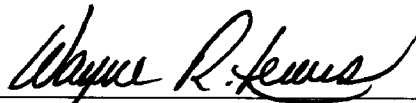
WITNESSETH:

WHEREAS, Assignor is the owner of the trademarks listed on Schedule A hereto and the related trade dress and registrations and applications (collectively, the "Marks"); and

WHEREAS, Assignee desires to acquire the Marks, and is desirous of using the aforesaid Marks;


NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all of its right, title and interest in and to the Marks, including all of its common law rights and registrations thereto, together with the goodwill of the business symbolized by the Marks.

ACS EDUCATION SERVICES, INC.

By: 
Wayne R. Lewis
Assistant Secretary

ACS MARKETING, L.P.

By: AFFILIATED COMPUTER SERVICES, INC.,
Its General Partner

By: 
A. Jeffrey Smith
Senior Vice President

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE.</u>	<u>APP. NO.</u>	<u>APP. DATE</u>
ACADEMIC FINANCIAL SERVICES ASSOCIATION	1,464,830	11/10/1987		
AFSA	927,959	01/25/1972		
BENOVA	1,912,065	08/15/1985		
CONCERA			76/341,567	11/26/2001
CONNEXION			76/391,756	04/04/2002
HIGHER EDGE	2,528,612	01/08/2002		
TCRS	2,688,655	02/18/2003		