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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RE

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

Tab settings

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

1. Name of conveying party(ies): Charitable Venture Foundation

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 04/01/04

2. Name and address of receiving party(ies)

Name: Project Lead the Way, Inc. Internal Address:

Street Address: 747 Pierce Road

City: Clifton Park State: NY Zip: 12065

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Not For Profit Corporation

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) 2221969

Additional number(s) attached Yes No

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

Name: Rosemary Weaver McKenna

Internal Address: Project Lead the Way, Inc.

Street Address: 747 Pierce Road

City: Clifton Park State: NY Zip: 12065

6. Total number of applications and registrations involved: 1

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

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Richard C. Liebich, Chairman of the Board Name of Person Signing

Signature

06/17/04 Date

Total number of pages including cover sheet, attachments, and document: 4

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

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TRADEMARK REEL: 003004 FRAME: 0606

TRANSFER AND ASSIGNMENT OF TRADEMARK

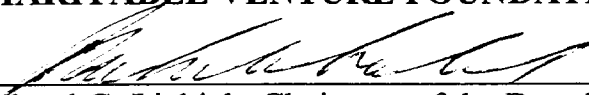
Know all men by these presents, that CHARITABLE VENTURE FOUNDATION (a charitable trust organized under New York State law), having an address of 747 Pierce Road, Clifton Park, New York 12065 (hereinafter "Assignor"), for and in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, paid to it by PROJECT LEAD THE WAY, INC. (a not-for-profit corporation organized under New York State law), having an address of 747 Pierce Road, Clifton Park, New York 12065 (hereinafter, "Assignee"), does hereby transfer, convey, assign and deliver to Assignee, its successors and assigns, free and clear of all liens and encumbrances, any and all of Assignor's right, title and interest in and to the trademark for the name "Project Lead The Way".

To have and hold the same unto Assignee and its successors and assigns forever from the date hereof.

IN WITNESS WHEREOF, Assignor has executed this instrument of transfer and assignment effective April 1, 2004.

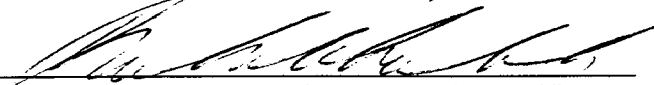
CHARITABLE VENTURE FOUNDATION

By:


Richard C. Liebich, Chairman of the Board

PROJECT LEAD THE WAY, INC.

By:


Richard C. Liebich, Chief Executive Officer