

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Blackboard iCollege, Inc.		05/03/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Blackboard Inc.		
<b>Street Address:</b>	1899 L Street, NW		
<b>Internal Address:</b>	Suite 500		
<b>City:</b>	Washington		
<b>State/Country:</b>	DISTRICT OF COLUMBIA		
<b>Postal Code:</b>	20036		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2045384	COLLEGENET	
Registration Number:	1104532	COLLEGE SERVICE	
Registration Number:	2011820	COLLEGETOWN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)295-1130		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	rebecca.mcdougall@kattenlaw.com		
<b>Correspondent Name:</b>	Rebecca McDougall		
<b>Address Line 1:</b>	1025 Thomas Jefferson Stree, NW		
<b>Address Line 2:</b>	Suite 700, East Lobby		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20007		
<b>NAME OF SUBMITTER:</b>	Rebecca McDougall		
<b>Signature:</b>	/Rebecca McDougall/		

CH \$90.00 2045384

Date:

05/03/2005

Total Attachments: 2

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**TRADEMARK ASSIGNMENT**

WHEREAS Blackboard iCollege, Inc. a Delaware corporation, having its principal office at 1899 L Street, NW, Suite 500, Washington, DC 20036 ("Assignor"), is the sole owner of the entire right, title and interest in U.S. trademark registrations listed in Exhibit A, attached hereto ("the Marks"); and

Whereas, Blackboard Inc., a Delaware corporation, having its principal office at 1899 L Street, NW, Suite 500, Washington, DC 20036 ("Assignee"), is desirous of acquiring the entire right, title and interest in and to the said Marks, in the United States and throughout the world, including the good will represented by the Marks;


NOW, THEREFORE, for good and valuable consideration, the receipt for and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and set over unto the Assignee, its legal representatives, successors, and assigns, the entire right, title and interest in and to said Mark, together with the entire goodwill associated with and symbolized by the Mark, together with all common law rights, together with all rights and privileges granted and secured thereby, including the right to sue for all causes of action related to the Mark, and the right to sue in Assignee's own name and to recover for any damages and profits for past infringement, unfair competition or passing off, said rights to be held and enjoyed by said Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made;

Assignor also hereby agrees with the said Assignee that Assignor will not execute any writing or do any act whatsoever conflicting with these covenants and agreements, and that it will, at any time upon request without further or additional consideration but at the expense of said Assignee, execute such additional assignments and other writing and do such additional acts as said Assignee may deem necessary or desirable to perfect, secure, record, and register said Assignee's enjoyment of this grant, it being understood that the foregoing covenant and agreement shall bind assigns and legal representatives of Assignor and inure to the benefit of the assigns and legal representatives of Assignee;

IN TESTIMONY WHEREOF, We have hereunto set our hands.

BLACKBOARD ICOLLEGE, INCORPORATED

Date: 5/3/05

By: 

Title: Secretary

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**EXHIBIT A**

<b>Trademark</b>	<b>U.S. Serial No. or Registration No.</b>
COLLEGENET	2,045,384
COLLEGE SERVICE	1,104,532
COLLEGE ON-LINE	2,041,000
COLLEGETOWN	2,011,820

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