



10-15-1998

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

U.S. Patent & TMO/c/TM Mail ReptDt. #10



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To the Honorable Commissioner of Patent 100868080 hed original documents or copy thereof.

1. Name of conveying party(ies):
Advanced Learning Technologies, L.L.C.

Individual(s) Association
 General Partnership Limited
 Corporation-State Partnership
 Other - Oregon limited liability company
Additional name(s) of conveying party(ies) attached? yes no

2. Name and address of receiving party(ies):
Name: Advanced Learning Technologies, Inc.
Internal Address: _____
Street Address: 200 SE Park Plaza Drive, Suite 1001
City Vancouver State WA ZIP 98684

3. Nature of Conveyance: 10-15-98

Assignment
Execution Date: October 6, 1998

Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Washington
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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)
(1) Registration No. (1,952,924)
(2) Registration No. (2,127,900)

Additional numbers attached? Yes No

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

Name: Richard J. Polley, Esq.

Klarquist Sparkman Campbell Leigh & Whinston, LLP
Internal Address:
One World Trade Center, Suite 1600

Street Address:
121 S.W. Salmon Street, Suite 1600
City Portland State Oregon ZIP 97204-2988

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): ...\$ 80.00
 Enclosed
 Any deficiency/overpayment is authorized to be charged to deposit account

8. Deposit account number: 02-4550

11/03/1998 JSHABAZZ 00000154 1952924

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

Richard J. Polley, Esq. [Signature] October 12, 1998
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 2

OMB No. 0651-0011 (exp. 4/94)

Rep'n. Ref: 10/03/1998 JSHABAZZ 00000154 1952924
Pat: 984550 Name/Number: 100868080 100868080 CR

TRADEMARK
REEL: 1807 FRAME: 0913

ASSIGNMENT

WHEREAS, ADVANCED LEARNING TECHNOLOGIES, L.L.C., An Oregon limited liability company, that did business prior to December 26, 1997, at 201 NE Park Plaza Drive, Suite 260, Vancouver, WA 98684, is the registrant of the following trademarks:

Registration No. 1,952,924, for CAESY CLINICALLY ADVANCED EDUCATION SYSTEM

Registration No. 2,127,900, for BEAUTIFUL SMILES

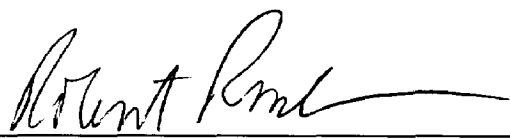
WHEREAS, ADVANCED LEARNING TECHNOLOGIES, INC., a Washington corporation, doing business at 200 SE Park Plaza Drive, Suite 1001, Vancouver, WA 98684 acquired certain assets and goodwill of ADVANCED LEARNING TECHNOLOGIES, L.L.C. on December 26, 1997;

NOW, THEREFORE, to All Whom it May Concern:

Be it known that for good and valuable consideration, ADVANCED LEARNING TECHNOLOGIES, L.L.C. did assign and does hereby assign to ADVANCED LEARNING TECHNOLOGIES, INC. the entire title, right and interest in and to the service marks listed above, together with the goodwill of the business in connection with which the marks were used, and the registrations thereof.

EXECUTED this 6th day of OCTOBER, 1998, effective as of December 26, 1997.

ADVANCED LEARNING TECHNOLOGIES,
L.L.C., an Oregon limited liability company

By: 
Robert Rondeau, Member, as of
the effective date of this assignment