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

1. Name of conveying party(ies):  
 Campus America, Inc.

Individual(s)                     Association  
 General Partnership             Other  
 Limited Partnership  
 Corporation - Tennessee

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

2. Name and address of receiving party(ies):

Name:  
 SYNECTIC LEARNING SYSTEMS, LTD.

Street Address:  
 1301 16th Avenue N.W.  
 Calgary, Alberta T2M 0L4, Canada

Individual(s) citizenship:  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation - Canada  
 Other

3. Nature of conveyance:

Assignment                             Merger  
 Change of Name                     Other  
 Security Agreement

Execution Date: July 26, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration (numbers):

A. Trademark Application No(s).

B. Trademark Registration No(s).

1,698,892

Additional numbers attached?  Yes  No

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

Mark S. Graham, Esq.  
 LUEDEKA, NEELY & GRAHAM, P.C.  
 P. O. Box 1871  
 Knoxville, TN 37901

6. Total number of applications and registrations involved:  
 1

7. Total fee (37 CFR 3.41).....\$ 40  
 Enclosed  
 Please charge to deposit account any missing or additional fee

8. Deposit Account No. 12 - 2355

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.*

Mark S. Graham  
 Name of Person Signing

Signature

October 20, 1999  
 Date

10/26/1999 DNGUYEN 00000307 1698892

Total number of pages including cover sheet: [3]

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\*\*\* CERTIFICATE OF MAILING \*\*\*

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Box Assignment, Office of Public Records, U.S. Patent and Trademark Office, Crystal Gateway 4, Room 335, Washington, D.C. 20231

on October 20, 1999  
 Date

Mark S. Graham

TRADEMARK  
 REEL: 001979 FRAME: 0806

IN THE UNITED STATES PATENT & TRADEMARK OFFICE

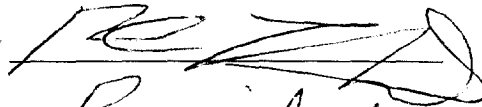
In the matter of  
Trademark Registration No. 1,698,892  
Registered July 7, 1992  
For LEARNING MANAGEMENT SYSTEM

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

Robert C. Thornborough of Synectic Learning Systems, Ltd. hereby designates:

Matt Caldwell, c/o Worldwide Interactive Network, 1000 Brentwood Way, Kingston, TN 37763, registrant's representatives upon whom notices or process in proceedings affecting this mark may be served.

SYNECTIC LEARNING SYSTEMS, LTD.

By   
Title President

Date September 10 1999

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ASSIGNMENT

Campus America, Inc., a Tennessee corporation, located and doing business at 900 Hill Avenue, Knoxville, Tennessee, owner of the following United States Trademark/Service Mark Registration:

<u>Mark</u>	<u>Reg. No.</u>	<u>Registration Date</u>
LEARNING MANAGEMENT SYSTEM	1,698,892	July 7, 1992

for good and valuable consideration, the receipt and sufficiency of which is acknowledged, has assigned and hereby does assign to Synectic Learning Systems, Ltd., a Canadian corporation, having a place of business at 1301 16th Avenue N.W., Calgary, Alberta T2M 0L4, all of Campus America's right, title and interest in and to the Mark and the registration thereof, together with the goodwill of the business symbolized by the Mark.

Date: 7/26/99

By J. Stephen Luper  
 J. Stephen Luper  
 Secretary

STATE OF TENNESSEE )  
 ) ss  
 COUNTY OF KNOX )

Before me, a notary public of the state and county mentioned, personally appeared J. Stephen Luper, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be Secretary of Campus America, Inc., the within named party, a corporation, and that he as such Secretary, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Secretary.

WITNESS my hand and seal, at office in Knoxville, Tennessee, this 26th day of July, 1999.

Steve Z. Miller  
 Notary Public

My Commission Expires: Aug, 30, 2000

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