

12-22-2000



SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commission

101558386

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Half-A-Car Co., Inc.

Handwritten initials and date: 12.4.00

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

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: October 1, 2000

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

Reynolds and Reynolds Holdings, Inc.
115 South Ludlow Street
Dayton, Ohio 45402

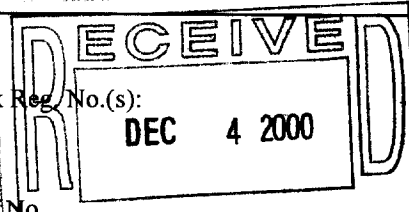
- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation: Delaware
- Other: _____

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) & addresses attached? Yes No

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

A. Trademark Application No.(s): **SEE SCHEDULE A**

B. Trademark Reg. No.(s):



Additional numbers attached Yes No

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

Stephen J. Meyers, Esq.
Seidel, Gonda, Lavorgna & Monaco, P.C.
Suite 1800 Two Penn Center Plaza
Philadelphia, PA 19102

Attorney Docket No. 5352-155

6. Total number of applications and registrations involved:

17

7. Total fee (37 CFR 3.41)

\$440.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

DO NOT USE THIS SPACE

9. 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.

STEPHEN J. MEYERS
Name of Person Signing

Handwritten Signature
Signature

1 December 2000
Date

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

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

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

12/21/2000 NTH011 00000044 191135 75299473
01 FC:481 40.00 CH
02 FC:482 400.00 CH

SCHEDULE A

UNITED STATES INTENT-TO-USE SERVICE MARK APPLICATIONS

<u>Application No.</u>	<u>Mark</u>	<u>Filing Date</u>
75/299,473	NEW 2 YOU and Design	May 29, 1997
75/299,474	MORE CAR. MORE OFTEN. LESS MONEY	May 29, 1997
75/299,475	NEW EVERY TWO	May 29, 1997
75/369,408	SOLUTIONIST	October 7, 1997
75/605,104	FOCUS ZONE	December 14, 1998
75/605,103	GETTING TO KNOW YOU ZONE	December 14, 1998
75/605,102	PRODUCT ZONE	December 14, 1998
75/605,105	THINKING ZONE	December 14, 1998
75/605,114	FOREVER ZONE	December 14, 1998
75/605,115	ARITHMETIC ZONE	December 14, 1998
75/605,103	GETTING TO KNOW YOU ZONE	December 14, 1998
75/605,117	BENEFIT/REQUEST	December 14, 1998
75/640,657	CREATIVE SOLUTIONIST	February 16, 1999
75/640,658	LEARNING LEADERS	February 16, 1999
75/640,660	JOIN THE FAMILY	February 16, 1999
75/724,609	IF WE DON'T HAVE IT, YOU DON'T WANT IT	June 6, 1999
75/826,640	FROM THE MOUSE TO THE HOUSE	October 19, 1999

**NUNC PRO TUNC ASSIGNMENT
OF UNITED STATES SERVICE MARKS**

WHEREAS, Half-A-Car Co., Inc., a Delaware corporation, with a place of business at 308 East Lancaster Avenue (hereinafter "ASSIGNOR"), had intended to use and had filed applications indicating that intention, but had not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act for the service marks listed on the attached Schedule A (hereinafter referred to as "The Marks"). As of October 1, 2000, Applicant assigned The Marks as part of the entire business or portion thereof to which The Marks pertain as required by § 15 U.S.C. 1060;

WHEREAS, Reynolds and Reynolds Holdings, Inc., a Delaware corporation with a place of business at 115 South Ludlow Street, Dayton, Ohio 45402 (hereinafter "ASSIGNEE") did acquire all right, title and interest in and to the Marks, including any choses in action relating to the Marks, together with the goodwill of the business symbolized by the Marks as of October 1, 2000; and

WHEREAS, it is desired that the Nunc Pro Tunc Assignment of the Marks be made of record in the U.S. Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, ASSIGNOR acknowledges that it did on October 1, 2000, sell, assign, transfer and convey unto ASSIGNEE all its rights, title and interest in and to the Marks, including any choses in action relating to the Marks, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of the Marks accruing on or before October 1, 2000, together with the goodwill of the business symbolized by the Marks, and including the applications and eventual

registrations thereof as set forth on the attached Schedule A, and further, ASSIGNOR hereby covenants, agrees and undertakes to execute whenever requested by ASSIGNEE all applications, assignments, lawful oaths and any other papers which ASSIGNEE may deem necessary or desirable for securing to ASSIGNEE or for maintaining for ASSIGNEE the Marks hereby acknowledged to have been assigned and the choses in action therefor, all without further compensation to ASSIGNOR.

HALF-A-CAR CO., INC.

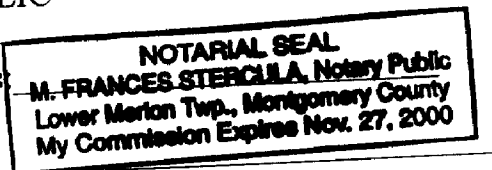
BY: [Signature]
Name:
Title:

STATE OF Georgia :
COUNTY OF Montgomery : SS.

BEFORE ME, the undersigned authority, on this 27th day of November, 2000, personally appeared Justin W. Miller, personally known to me (or proven to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument, who being duly sworn, did say that he was President of Half-A-Car Co., Inc., the corporation therein named as the Assignor, and that he had the authority to sign said instrument on behalf of the corporation; and he acknowledged to me that the instrument was the free deed and act of said corporation for the purposes set forth therein and intending that this instrument be recorded.

[Signature]
NOTARY PUBLIC

My Commission Expires [Signature]



Printed or stamped name of notary