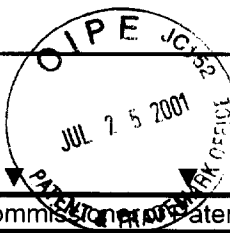


08-13-2001

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1994-97 LegalStar
TM05/REV03



REC'D
TR



101809537

Docket No.:

41412-999

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):

ECAMPUS.COM, INC.
1999 Richmond Road
Lexington, KY 40502

7250)

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

Name: BOOK ACQUISITION, LLC

Internal Address:

Street Address: 2415 Palumbo Drive

City: Lexington State: KY ZIP: 40509

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

Additional names(s) of conveying party(ies) Yes No

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Michigan
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: July 15, 2001

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

A. Trademark Application No. (s)

75/803,624 75/792,439 75/715,808
75/793,497 75,739,335
75,792,440 75,738,842

B. Trademark Registration No. (s)

2,408,463
2,231,959

Additional numbers Yes No

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

Name: Franklin Enterprises, Inc.
Internal Address: Attention: Michael O'Loughlin

Street Address: 520 Lake Cook Road

Suite 380

City: Deerfield State: IL ZIP: 60015

6. Total number of applications and registrations involved.....

9

7. Total fee (37 CFR 3.41):.....\$ \$240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04-2223

08/10/2001 00000203 042223 75803624

01 FC:481 40.00 CH

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.

Donald N. Huff

Name of Person Signing

Signature

July 23, 2001

Date

Total number of pages including cover sheet, attachments, and

4

ASSIGNMENT OF TRADEMARKS

WHEREAS, ecampus.com, Inc., a Delaware corporation ("Assignor"), owns the trademarks and trademark applications (the "Trademarks") listed on the attached Schedule I;

WHEREAS, Book Acquisition LLC, a Michigan limited liability company ("Assignee"), is desirous of acquiring the Trademarks and the registrations thereof, and the goodwill associated therewith; and

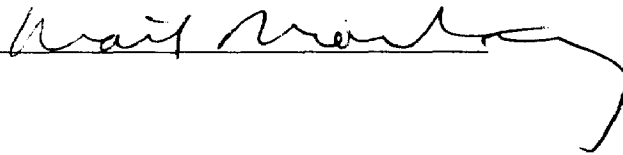
WHEREAS, Assignor and Assignee have entered into an Asset Purchase Agreement dated June 8, 2001 (the "Agreement") pursuant to which Assignor has agreed to sell the Trademarks and the registrations thereof to Assignee;

NOW, THEREFORE, in consideration of the agreements made by Assignee under the Agreement and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor has assigned, sold and set over, and by these presents assigns, sells and sets over unto Assignee, its successors, legal representatives and assigns, the entire right, title, and interest to, any and all rights and privileges associated with, the Trademarks identified on Schedule I attached hereto, and registrations for the foregoing provided under the laws of the United States, or the individual States thereof, and of jurisdictions foreign thereto, together with the goodwill of the business symbolized thereby and the right to bring suit and collect damages for past infringements thereof.

This Assignment of Trademarks is given under the terms of the Agreement and is subject to the terms and conditions contained therein. Any term used in this Assignment of Trademarks which is not defined here shall have the meaning given it in the Agreement.

IN WITNESS WHEREOF, an authorized officer of Assignor has duly executed this Assignment of Trademarks on this 25th day of July, 2001

ECAMPUS.COM, INC.

By: 

STATE OF KENTUCKY)
)ss.
COUNTY OF FAYETTE)

Before me this 18th day of July, 2001 personally appeared Michael Montgomery, to me known to be the person who is described in and who executed the foregoing assignment instrument and acknowledged to me that he executed the same of his own free will for the purpose therein expressed.


Notary Public

SCHEDULE I

1. Trademark Registration Numbers:

2,408,463

2,231,959

2. Trademark Application Numbers:

75/803,624

75/793,497

75/792,440

75/792,439

75/739,335

75/738,842

75/715,808

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IDA JWCR