

QUITCLAIM ASSIGNMENT

This QuitClaim Assignment is made and entered into by and between National University, a California Not for Profit Public Benefit corporation of 11355 N. Torrey Pines Road, La Jolla, CA 92037-1013 and National Polytechnic College of Engineering and Oceaneering, a California Not for Profit Public Benefit corporation, of 272 South Fries Avenue, Wilmington, CA 90744.

WHEREAS, National University is the owner of U.S. Trademark Registration No. 3,008,051 directed to the word mark NATIONAL POLYTECHNIC COLLEGE OF ENGINEERING AND OCEANEERING as it relates to educational services, namely, offering associate degrees and certification programs in the field of marine technology, commercial diving, non-destructive diving, non-destructive testing, underwater welding technology, hyperbaric medical technology, engineering technology and communication technology based upon a claimed date of first use of March 1, 2004 and a claimed first use in commerce of March 1, 2004 with the phrase POLYTECHNIC COLLEGE disclaimed apart from the mark as shown;

WHEREAS National University is not the owner of this trademark because such application for the above-referenced registration was inadvertently filed by National University when, at all times relating thereto such mark was owned by National Polytechnic College of Engineering and Oceaneering; and

WHEREAS National University's attempts to surrender such registration have been prevented by Oceaneering International, Inc.'s refusal to stipulate to such surrender based upon incorrect claim of ownership; and

WHEREAS such trademark registration on the Supplemental Register is the subject of a Cancellation proceeding initiated by Oceaneering International, Inc., Cancellation No. 92-045984 before the Trademark Trial and Appeal Board of the U.S. Patent and Trademark Office.

WHEREAS such registration is the subject of a cause of action for cancellation of registration brought by Oceaneering International, Inc. before the United States District Court's Eastern District of Texas, Case No. 4:06-CV-02069; and

WHEREAS National Polytechnic College of Engineering and Oceaneering has filed an application for the registration of the mark NATIONAL POLYTECHNIC COLLEGE OF ENGINEERING AND OCEANEERING plus design for educational services, namely, offering associate degrees and certification programs in the fields of marine technology, commercial diving, nondestructive diving, nondestructive testing, underwater welding technology, hyperbaric medical technology, engineering technology and communication technology, based upon a date of first use of April 23, 2004 and a date of first use in commerce of April 23, 2004 which is Serial No. 77/038,930; and

WHEREAS such application has been rejected based upon the registration of National University, namely U.S. Trademark No. 3,008,051 and

WHEREAS National Polytechnic College of Engineering and Oceaneering desires to have its application for registration of its mark proceed to registration and therefore desires to show concurrent ownership of the presumptively invalid U.S. Trademark registration No. 3,008,051 whereby to remove one basis of rejection of its pending application.

NOW, THEREFORE based upon mutual covenants and conditions contained herein, the parties agree as follows:

For the sum of \$1.00 plus other good and valuable consideration, the sufficiency of which is hereby acknowledged, National University (Assignor) hereby assigns, transfers and conveys to National Polytechnic College of Engineering and Oceaneering (Assignee), whatever rights, title, and interest it has in and to the United States

Trademark Registration No. 3,008,051 for the mark NATIONAL POLYTECHNIC COLLEGE OF ENGINEERING AND OCEANEERING, together with such goodwill as relates to such mark.

Executed this 24th day of April 2007.

ASSIGNOR
NATIONAL UNIVERSITY

By: _____
Richard E. Carter
Vice Chancellor of Business Operations


ASSIGNEE
NATIONAL POLYTECHNIC COLLEGE
OF ENGINEERING AND OCEANEERING

By: Kevin B. Casey
Kevin B. Casey
President

Trademark Registration No. 3,008,051 for the mark NATIONAL POLYTECHNIC COLLEGE OF ENGINEERING AND OCEANEERING, together with such goodwill as relates to such mark.

Executed this 25 day of April 2007.

ASSIGNOR
NATIONAL UNIVERSITY

By: 
Richard E. Carter
Vice Chancellor of Business Operations

ASSIGNEE

NATIONAL POLYTECHNIC COLLEGE
OF ENGINEERING AND OCEANEERING

By: _____
Kevin B. Casey
President