

02-11-2000



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

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Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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02/19/2000 JSHABAZZ 00000132 1462257

01 FC:481 40.00 DP

02 FC:482 50.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

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Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1462257"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2196868"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2222085"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

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Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Nancy K. Pond

Nancy K Pond

1/25/00

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, this Agreement is made and effective the 4th day of May, 1999 by and between NovaNET Learning, Inc. ("NovaNET"), a Delaware corporation with its principal offices at 3450 East Sunrise Drive, Tucson, Arizona 85718-3230 and National Computer Systems, Inc. ("NCS"), a Minnesota corporation with its principal offices at 11000 Prairie Lakes Drive, Eden Prairie, MN 55344; and

WHEREAS, NovaNET owns and is using the following marks which are registered with the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Registration No.</u>	<u>Date</u>
NOVANET	1,462,257	10/20/87
NOVANET CAMPUS	2,196,868	10/20/98
NOVANET	2,222,085	02/09/99

WHEREAS, NCS is desirous of acquiring such marks and the registrations thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, NovaNET does hereby assign to NCS all right, title and interest in and to the above listed marks together with the good will of the business symbolized by the marks and the registrations thereof listed above, said assignment to be effective as of the date first written above.

NOVANET LEARNING, INC.

BY: J. W. Fenton Jr
 J. W. Fenton, Jr.
 TITLE: Secretary-Treasurer
 DATE: 1/24/00

Subscribed and sworn to before me this 24th day of January, 2000.

Carol A. Johnson
 Notary Public

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