

07-03-2001

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HEET

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

Submission Type

Conveyance Type

New

Assignment

License

Resubmission (Non-Recordation)
Document ID #

Security Agreement

Nunc Pro Tunc Assignment

Correction of PTO Error
Reel # Frame #

Merger

Effective Date
Month Day Year

Change of Name

Corrective Document
Reel # Frame #

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying 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

Corporation

Association

Other

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.)

Citizenship/State of Incorporation/Organization

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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)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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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" value="75/543,994"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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: #

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.

Harold J. Milstein 

Name of Person Signing Signature Date Signed

ASSIGNMENT OF TRADEMARK AND RELATED APPLICATION BASED ON INTENT-TO-USE

This Assignment is made and effective as of the 1st day of January, 2001, by and between SmartForce ("SmartForce"), a Delaware company with offices located at 900 Chesapeake Drive, Redwood City, CA 94063 and NCS Pearson, Inc. ("NCS Pearson"), a Minnesota corporation with its principal offices at 11000 Prairie Lakes Drive, Eden Prairie, MN 55344; and

WHEREAS National Computer Systems, Inc. filed an application for registration for the trademark, "RealSkills" ("the Mark") based upon a bona fide intent to use, the details of which are set out below; and

WHEREAS National Computer Systems, Inc. changed its name to NCS Pearson, Inc. effective November 1, 2000; and

WHEREAS, NCS Pearson owns and has a bona fide intent to use the Mark in connection with the following goods and/or services: a) Computer software programs for the training, test registration, testing, test delivery in the field of information technology and instruction manuals sold as a unit; b) Job placement services for interns and employees; c) Educational services, namely, training, test registration and educational testing, for candidate seeking certification in the field of information technology; d) Testing to determine employment skills; preparing, administering and scoring of standardized tests to determine employment skills; and

WHEREAS, NCS Pearson has applied to register the Mark on the Principal Register of the United States Patent and Trademark Office based on NCS Pearson's bona fide intent to use the mark in commerce in connection with the above-described goods and/or services, Application Serial No. 75543994 filed on August 31, 1998; and

WHEREAS, SmartForce desire to acquire the business of NCS Pearson in connection with which NCS Pearson has a bona fide intent to use the Mark and the pending Application; and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, NCS Pearson does hereby sell, assign and transfer to SmartForce all NCS Pearson's right, title and interest in and to the Mark and the pending Application therefore, together with NCS Pearson's business in connection with which it has a bona fide intent to use the Mark, said assignment to be effective as of the date first written above. A copy of the Application as filed, and the Notice of Allowance containing the current description of goods for the Application are attached to this Assignment as Exhibit A.

NCS Pearson, Inc.
BY: Steven A Wells
Steven A Wells

TITLE: Vice-President, General Counsel and Secretary

DATE: 4-18-01

Subscribed and sworn to before me this 18th day of April, 2001

Tracy Fritz
Notary Public



TRADEMARK