

04-01-2002

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FORM PTO-1594  
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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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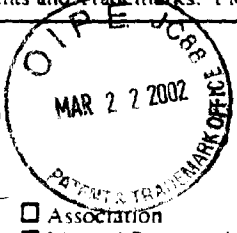
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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Panmedia Corporation  
(California corporation)

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

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



3-22-02

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

Name: Learn2 Corporation  
Internal Address: \_\_\_\_\_  
Street Address: 1311 Mamaroneck Avenue -Suite  
City White Plains State NY ZIP 10605

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- 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) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: March 14, 2002

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

A. Trademark Application No.(s)  
75/595,957

B. Trademark registration No.(s)  
1857965

Additional numbers attached?  Yes  No

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

Name: Peter D. Murray, Esq.  
Cooper & Dunham LLP  
Internal Address: \_\_\_\_\_

Street Address: 1185 Avenue of the Americas

City: New York State: NY ZIP 10036

6. Total number of applications and registrations involved:  8

7. Total fee (37 CFR 3.41):.....\$ 175.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 03-3125

(Attach duplicate copy of this page if paying by deposit account)

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.*

Peter D. Murray  
Name of Person Signing

Peter D. Murray  
Signature

3-15-02  
Date

Total number of pages comprising cover sheet:

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

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

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**APPENDIX A**U.S. REGISTRATIONS:

<u>MARK</u>	<u>REGISTRATION NO.</u>
LEARN-2-	1,857,965
THE ABILITY UTILITY	2,384,797
LEARNLETS	2,389,425

U. S. APPLICATIONS:

<u>MARK</u>	<u>FILING NO.</u>
LEARN2.COM	75/595,957
LEARN2	75/595,958
LEARN2 TV	75/666,641
2TORIALS	75/666,642
LEARN2UNIVERSITY	75/898,886

ASSIGNMENT

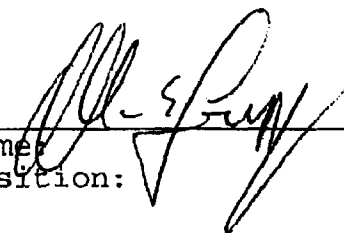
WHEREAS, PANMEDIA CORPORATION, a California corporation, located at 350 Gate Five Road, Sausalito, California 94965, is the owner of all right, title and interest in and to the marks and U. S. Registrations and Applications listed on attached Appendix A, and is desirous of transferring same; and

WHEREAS, LEARN2 CORPORATION, a Delaware corporation, located at 1311 Mamaroneck Avenue, Suite 210, White Plains, New York 10605, is desirous of acquiring said marks and U. S. Registrations and Applications;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, PANMEDIA CORPORATION does hereby assign and transfer and set over to LEARN2 CORPORATION, its successors, legal representatives and assigns, all right, title, and interest in and to said marks and U. S. Registrations and Applications therefor, together with the goodwill associated therewith and the right to sue for past infringements.

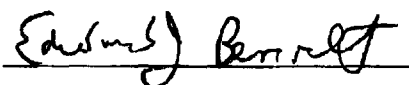
Dated: March 14, 2002

PANMEDIA CORPORATION

By   
Name: \_\_\_\_\_  
Position:

MARC E. LANDI  
CFO

Attest:

  
\_\_\_\_\_