

4/5/02

04-17-2002

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

102057373

To the Honorable Commissioner of Patents and Trademarks, original documents or copy thereof.

1. Name of conveying party(ies):  
L&H Applications USA, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other \_\_\_\_\_ Delaware
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: 11/14/2001

2. Name and address of receiving party(ies)

Name: KESI Acquisition, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 14 Crosby Drive

City: Bedford State: MA Zip: 01730

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s) 75/172,274  
76/154,513

B. Trademark Registration No.(s) 2,259,339

Additional number(s) attached  Yes  No

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

Name: Kurzweil Educational Systems

Internal Address: c/o Mark Dionne

Street Address: 14 Crosby Drive

City: Bedford State: MA Zip: 01730

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

MARK S. DIONNE  
Name of Person Signing

Mark S. Dionne  
Signature

March 8, 2002  
Date

Total number of pages including cover sheet, attachments, and document: 2

04/16/2002 LNUJELLER 00000134 75172274

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

01 FC:481  
02 FC:482

40.00 OP  
50.00 OP

TRADEMARK  
REEL: 002484 FRAME: 0595

ASSIGNMENT OF TRADEMARK RIGHTS

This ASSIGNMENT is made as of Nov. 14 2001 by and between L&H Applications USA, Inc., a Delaware corporation ("Assignor") and KESI Acquisition, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement dated October 5, 2001, pursuant to which Assignor has sold a portion of its ongoing and existing business to Assignee (the "Transferred Business") such that Assignee is Assignor's successor thereto;

WHEREAS, in connection therewith, Assignor desires to assign certain trademarks to Assignee which pertain to the Transferred Business;

WHEREAS, Assignor has intended to use the mark KURZWEIL EDUCATIONAL SYSTEMS (and design) in commerce and has filed a U.S. trademark registration application, now assigned Serial No. 75,172,274 indicating this intention, but for which Assignor has not yet filed an allegation of use under §§ 1(c) or 1(d) of the Trademark Act (the "Mark"); and

WHEREAS, Assignor is assigning the Mark as part of the entire business or portion thereof to which the Mark pertains as required by 15 U.S.C. §1060.

NOW THEREFORE, for one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby transfers and assigns to Assignee all of Assignor's rights, title, and interest in and to the Mark, including all common law rights and applications to register, together with the goodwill of the business symbolized by said Mark and including all rights to sue and recover for past infringements thereof.

FURTHER, Assignor covenants and agrees that, to the best of its knowledge and belief, Assignor has the full right to convey the entire interest herein assigned and that it has not executed any agreement in conflict herewith.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed under seal as follows:

L&H Applications USA, Inc.

By: [Signature]  
Name: ALLAN P. FOREY  
Title: VP FINANCE

COMMONWEALTH OF MASSACHUSETTS

\_\_\_\_\_, SS. \_\_\_\_\_, 2001

Then personally appeared \_\_\_\_\_ who, being by me duly sworn, did say that s/he is \_\_\_ of \_\_\_ and acknowledged the foregoing instrument to be his/her free act and deed, before me.

\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires \_\_\_\_\_