

08-14-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

ITC Learning Corporation 13515 Dulles Technology Drive Herndon, VA 22071

15-2302

- Individual(s) Association General Partnership Limited Partnership Corporation-State Maryland Other

2. Name and address of receiving party(ies)

Name: Anderson Soft-Teach Internal Address:

Street Address: 983 University Avenue City: Los Gatos State: CA Zip: 95032-7637

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California 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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other See 1 in Addendum

Execution Date: August 6, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,071,742

Additional number(s) attached Yes No

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

Name: Jason K. Schmitz

Internal Address: Mayer, Brown, Rowe & Maw

Street Address: 190 S. LaSalle Street

City: Chicago State: IL Zip: 60603

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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

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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.

Jason K. Schmitz Name of Person Signing

Signature

8/6/02 Date

Total number of pages including cover sheet, attachments, and document.

1

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

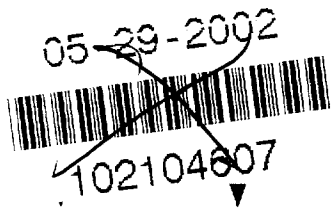
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Attachment for Recordation Form Cover Sheet
Trademarks Only (Form PTO-1594)

Corrective cover sheet for Document Id. #102104607A

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 5-23-02
ITC Learning Corporation
13515 Dulles Technology Drive
Herndon, VA 22071
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Maryland
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: _____
Internal Address: _____
Address: _____
Street Address: _____
City: _____ State: _____ Zip: _____
 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
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other - Release of Assignment recorded at Reel/Frame 1667/0398
Execution Date: May 15, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No. (s)

B. Trademark Registration No. (s)
2,071,742

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jason K. Schmitz
Internal Address: _____
Street Address: Mayer, Brown, Rowe & Maw
190 S. LaSalle Street
City: Chicago State: IL Zip: 60603

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
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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.

Jason K. Schmitz
Name of Person Signing

[Signature]
Signature

5-23-02
Date

Total number of pages including cover sheet, attachments, and document: 1

05/29/2002 LMUELLER 00000081 2071742

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Washington, D.C. 20231

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RELEASE

This RELEASE, dated as of ^{May} ~~April~~ 15, 2002, is made by ITC Learning Corporation, a Maryland corporation ("ITC"), having its principal place of business at 13515 Dulles Technology Drive, Herndon, Virginia, 22071.

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5/15/02

WHEREAS, ITC entered into a Stock Purchase Agreement, dated as of November 20, 1997 ("Stock Purchase Agreement") with Anderson Holdings, Inc. ("Holdings");

WHEREAS, in connection with the Stock Purchase Agreement, ITC entered into a Security Agreement dated as of November 20, 1997 ("Security Agreement") with Anderson Soft-Teach ("Anderson"), a California corporation, having its principal place of business at 983 University Ave., Los Gatos, CA 95032-7637 pursuant to which Anderson granted to ITC security interest in the intellectual property collateral of Anderson as defined in the Security Agreement ("Collateral"), including but not limited to the intellectual property set forth on Schedule A hereto, as security for the payment or performance of the "Secured Obligations" (as defined in the Security Agreement);

WHEREAS, in order to confirm the security interest granted by Anderson under the Security Agreement and to secure the complete and timely satisfaction of all Secured Obligations, Anderson entered into a Collateral Assignment of Intellectual Property with ITC, dated as of November 20, 1997 ("Assignment"), recorded in the United States Patent and Trademark Office on December 8, 1997, at Reel/Frame 1667/0398, pursuant to which Anderson assigned and granted to ITC a security interest in and to all of Anderson's Patents and Marks (as identified in paragraph 1 of the Assignment and set forth on the attached Schedule A), together with the goodwill of the business related thereto, including, without limitation, all renewals thereof and all proceeds, and all rights to sue for past, present, and future infringements;

Schedule A

United States Trademark Principal Register Registration for "Smart Trainer," International Class 9, Registration Number 2,071,742.

TRADEMARK
REEL: 1667 FRAME: 0401