

FORM PTO-1594 (Modified)  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/84)  
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TM05/REV03

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

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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):  
**Learn2 Corp.**  
**111 High Ridge Road**  
**Suite 5**  
**Stamford, CT 06905**

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

Additional names(s) of conveying party(ies)       Yes  No

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

Name: Learn.com, Inc.

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

Street Address: 14000 NW 4th Street

City: Sunrise State: FL ZIP: 33325

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

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

Execution Date: August 9, 2002

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

A. Trademark Application No.(s)  
75/898,886  
(Reg. No. 2,621,855)

Additional numbers  Yes  No

B. Trademark Registration No.(s)

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

Name: Patricia E. McQueeney, Esq.

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

Street Address: Becker & Poliakoff, P.A.  
3111 Stirling Road

City: Fort Lauderdale State: FL ZIP: 33312

6. Total number of applications and registrations involved:..... **1**

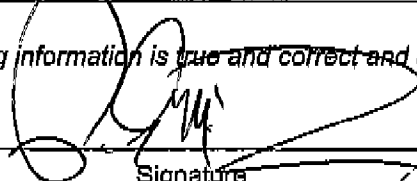
7. Total fee (37 CFR 3.41):.....\$ \$40.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
50-1731

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.*

Patricia E. McQueeney                                            3-21-03  
Name of Person Signing                      Signature                      Date



ASSIGNMENT OF U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

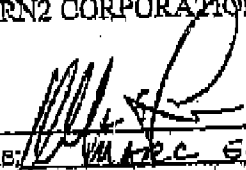
WHEREAS, Learn2 Corporation, a Delaware corporation, located and doing business at 111 High Ridge Road, Suite 5, Stamford, Connecticut 06905, (hereinafter "ASSIGNOR"), previously conveyed all of its right, title and interest in and to the trademarks listed in Appendix A (hereinafter "Trademarks") pursuant to that certain Asset Purchase Agreement dated August 9, 2002, as amended, among Assignor, Assignee (as defined below), ViaGrafix Corporation, an Oklahoma corporation, Panmedia Corporation, a California corporation, and Street Technologies, Inc., a Delaware corporation (the "Agreement"), and is the present registrant of the registration or application of such Trademarks;

WHEREAS, Learn.com, Inc., a Delaware corporation, located and doing business at 14101 N.W. 4<sup>th</sup> Street, Sunrise, Florida 33325, (hereinafter "ASSIGNEE"), is desirous of perfecting its interest in the Trademarks by recording its ownership of the Trademarks and the registration or application of the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, ASSIGNOR hereby confirms the sale, assignment, transfer and conveyance unto ASSIGNEE all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks. Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed thereto in the Agreement.

IN TESTIMONY WHEREOF, ASSIGNOR has executed this Assignment by and through a duly authorized officer on the date below.

LEARN2 CORPORATION

By: 

Name: MARK S. LINDOF

Its: CEO

Dated: August 9, 2002

Appendix A

**MARKS**

Answer Center  
Maker  
eSound (amended from  
est Sound)  
design  
REET Logo)  
t Trainer  
2 - ABANDONED 2/26/02  
als  
lets  
bility Utility  
-2  
2.com  
2 University  
nner  
2.com Smart Card

Serial Number	Registration Number	Assigned To Learn2 Corp.
75/356,193	2,310,277	Assigned
75/140,643	2,186,455	Assigned
75/088,487	2,159,421	Assigned
75/096,158	2,118,978	Assigned
74/687,711	2,019,949	Assigned
75/595,988		Assigned
75/666,642	2,542,096	Assigned
75/666,643	2,389,425	Assigned
75/595,959	2,384,797	Assigned
75/575,605	1,857,965	Assigned
75/595957		Assigned
75/898886		Assigned
75,575,605	2,291,230	Assigned
76/015,981		Assigned

USED  
COPY  
2  
4  
ATTORNEY

