

FORM PTO-1584 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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TMOS/REV03

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Docket No.:

L

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):

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

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

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

3. Nature of conveyance:

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

Execution Date: August 9, 2002

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

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

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

B. Trademark Registration No.(s)
1,857,965 2,310,277 2,542,096
2,186,455 2,384,797
2,291,230 2,389,425

Additional numbers Yes No

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:.....

8

7. Total fee (37 CFR 3.41):.....\$ \$215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1731

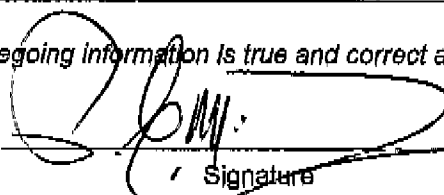
DO NOT USE THIS SPACE

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

Name of Person Signing


Signature

3.21.03

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

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. 4th 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: Marc E. Lindt

Its: CEO

Dated: August 9, 2002

Appendix A

MARKS

Serial Number	Registration Number	Assigned To Learn2 Corp.	
Answer Center	75/356,193	2,310,277	Assigned
Maker	75/140,643	2,186,455	Assigned
Sound (amended from West Sound)	75/088,487	2,159,421	Assigned
Design (REBT Logo)	75/096,158	2,118,978	Assigned
Trainer	74/687,711	2,019,949	Assigned
2 - ABANDONED 2/26/02	75/595,988		Assigned
als	75/666,642	2,542,096	Assigned
lets	75/666,643	2,389,425	Assigned
bility Utility	75/595,959	2,384,797	Assigned
1-2	75/575,605	1,857,965	Assigned
2.com	75/595957		Assigned
2 University	75/898886		Assigned
inner	75,575,605	2,291,230	Assigned
2.com Smart Card	76/015,981		Assigned

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ATTORNEY

