

Form PTO-1594

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

(Rev. 03/01)

TRADEMARKS ONLY

Patent and Trademark Office

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

1. Name of conveying party(ies):

ANDERSON SOFT-TEACH, INC.

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

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

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

Name: INTELLINEX INC.
Address: 5 Times Square, 36th Floor
New York, New York 10036

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

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

3. Nature of conveyance:

Assignment X Merger
Security Agreement Change of Name
Other

Execution Date: December 26, 2000

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

A. Trademark Application No.(s)

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

Additional Numbers attached? Yes X No

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

Name: Patrick Boisson

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

Tel: (212) 813-5900 • Fax : (212) 813-5901

6. Total number of applications and and registration involved:..... 1

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

Enclosed
X Authorized to be charged to deposit account

8. Deposit account number:

23-0825 - Docket No. ITLX-0305032

(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.

Susan Upton Douglass
Name of Person Signing

Susan Douglass / Signature

8/16/2003
Date

Total number of pages comprising cover sheet:

*Anderson Soft-Teach Acknowledgement***ACKNOWLEDGEMENT**

This Acknowledgement is executed and delivered by Anderson Soft-Teach, a California corporation ("Anderson"), with reference to the following facts:

A. Anderson was a wholly-owned subsidiary of Teach.com, Inc., an Illinois corporation ("Teach").

B. Teach merged with and into Intellinex Inc., a Delaware corporation ("Intellinex"), pursuant to which merger Intellinex acquired all of Teach's assets, including all the shares of capital stock of Anderson, and assumed all of Teach's liabilities.

C. Following the merger of Teach with and into Intellinex, Anderson merged with and into Intellinex (the "Merger"), pursuant to which merger Intellinex acquired all of Anderson's assets (the "Assets") and assumed all of Anderson's liabilities (the "Liabilities").

D. Intellinex has transferred all of the assets of Teach and its wholly-owned subsidiaries, including Anderson, to Intellinex LLC, a Delaware limited liability company ("Intellinex LLC"), and Intellinex LLC has assumed all of the liabilities of Teach and its wholly-owned subsidiaries, including Anderson.

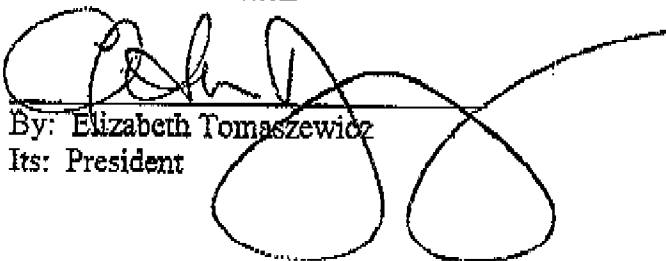
1. Acknowledgement. Anderson acknowledges and confirms that, pursuant to the Merger, the Assets, including, without limitation, those set forth on Exhibit A attached hereto, were transferred to Intellinex and the Liabilities were assumed by Intellinex.

2. Further Assurances. For purposes of executing such further instruments, documents and agreements and to give such further written assurances as may be necessary to reflect and confirm the transfer of the Assets and the assumption of the Liabilities, any officer of Intellinex LLC authorized to execute documents on its behalf shall be an authorized signatory of Anderson.

3. Reliance. Anderson acknowledges and agrees that Intellinex and Intellinex LLC shall be entitled to rely on the provisions of Sections 1 and 2 above.

Dated to be effective as of December 26, 2000.

Anderson Soft-Teach



By: Elizabeth Tomaszewicz
Its: President

TRADEMARK

REEL: 002668 FRAME: 0795

EXHIBIT A

Trademarks

Smarttrainer
Teach.com
SmartCourseware
SmartLicense
Soft-Teach
Anderson Soft Teach
SmartClassroom
SmartTrainer
Smart Class