

RECO



HEET

7-7-03

102491093

To the Commissioner, United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)
WebEd, Inc.

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 19, 2003

2. Name and address of receiving party(ies)
Name: Sylvan Learning Systems, Inc.
Internal Address: _____
Street Address: 1001 Fleet Street

City: Baltimore State: MD ZIP: 21202

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

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
2,623,217
2,619,083
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John L. DuPré
Internal Address: _____
Hamilton, Brook, Smith & Reynolds, P.C.

Street Address: 530 Virginia Road
P.O. Box 9133
City: Concord State: MA ZIP: 01742-9133

6. Total number of applications and registrations involved: 3

7. Total Fee (37 C.F.R. 3.41)..... \$ 65.00
 Enclosed
 Authorized to charge any deficiencies or credit any overpayment to deposit account
 Authorized to be charged to deposit account

8. Deposit account number:
08-0380
(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.

John L. DuPré John L. DuPré 6/30/03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: [4]

07/07/2003 6TON11 00000118 2623217

01 FC:8521 40.00 DP

02 FC:8522 25.00 DP

TRADEMARK REEL: 002772 FRAME: 0534

CONFIRMATORY ASSIGNMENT OF SERVICEMARKS

WHEREAS, WebEd, Inc., corporation organized and that existed under the laws of Massachusetts, and had its principal place of business at 191 Merrimack Street, Haverhill, MA 01830 (hereinafter called SELLER) was the owner of the entire right, title and interest in and to certain servicemarks, as specified in "EXHIBIT A" attached hereto and made a part hereof; and

WHEREAS, SELLER defaulted on obligations pursuant to a Security Agreement dated August 16, 2001, SELLER appointed VIMAC EARLY STAGE FUND, L.P., VIMAC EARLY STAGE, LLC, General Partner, as its Attorney-In-Fact (hereinafter called ATTORNEY-IN-FACT); and

WHEREAS, in accordance with the Security Agreement dated August 16, 2001 ATTORNEY-IN-FACT effectively took possession of all assets of SELLER, including said servicemarks, and the good will of the business symbolized by said servicemarks, and was in exclusive possession of all such assets of SELLER and had all the rights and remedies of a secured party to dispose of such assets after default under the UCC; and

WHEREAS, pursuant to an Asset Purchase Agreement dated April 4, 2002, Sylvan Learning Systems, Inc., a corporation organized and existing under the laws of Maryland, and having its principal place of business at 1001 Fleet Street, Baltimore, MD 21202 (hereinafter called BUYER) acquired the entire right, title and interest in and to certain assets and properties of SELLER, including said servicemarks, and the good will of the business symbolized by said servicemarks; and

WHEREAS, pursuant to the Asset Purchase Agreement dated April 4, 2002, ATTORNEY-IN-FACT has agreed to execute, acknowledge, and deliver any further deeds, conveyances, and other assurances, documents, and instruments of transfer, and execute such additional instruments as may be necessary or desirable to confirm said acquisition of certain assets by BUYER.

NOW, THEREFORE, in consideration of the foregoing, as well as for other good and valuable consideration receipt of which is hereby acknowledged, SELLER, by its ATTORNEY-IN-FACT, hereby confirms that it did sell, assign, transfer and set over to BUYER, its successors, legal representatives and assigns, the entire right, title and interest of SELLER in and to said servicemarks, together with the good will of the business symbolized by said servicemarks, and all claims, if any, which may have arisen thereunder prior to the date of the Asset Purchase Agreement.

IN WITNESS WHEREOF, SELLER has caused this instrument to be executed by its duly authorized ATTORNEY-IN-FACT, all effective the 4th day of April, 2002.

ATTEST:

WEBED, INC.

By VIMAC EARLY STAGE FUND, L.P.
VIMAC EARLY STAGE, LLC
General Partner

Attorney-In-Fact for WebEd, Inc. **TRADEMARK**

REEL: 002772 FRAME: 0535

ACKNOWLEDGMENT

[Signature])

County of Suffolk (MA)) ss.

On this 19th day of March, 2003, being duly sworn, personally appeared before me, the above-named W. Haskell Crockett known by me to be the one who executed the foregoing instrument and subscribed the same in my presence, and acknowledged the same to be his free act and deed on behalf of and as authorized by VIMAC EARLY STAGE FUND, L.P., VIMAC EARLY STAGE LLC, General Partner, Attorney-In-Fact for WebEd, Inc.

Kathy Y. Traylor
Notary Public

KATHY Y. TRAYLOR
Notary Public
My Commission Expires
December 27, 2007

EXHIBIT A

U. S. Servicemark Registration No.: 2,623,217

Servicemark: WEBED (and design)

Registration Date: September 24, 2002

For: Educational services, namely, providing courses of instruction at the college and continuing education level by means of a global computer network.

U. S. Servicemark Registration No.: 2,619,083

Servicemark: WEBED (stylized)

Registration Date: September 10, 2002

For: Educational services, namely, providing courses of instruction at the college and continuing education level by means of a global computer network.