

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2001) Tab settings =>=>=

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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): New Forum Publishers, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 03/05/2004

2. Name and address of receiving party(ies)

Name: Apex Learning Inc.
 Internal
 Address: _____
 Street Address: 110 - 110th Avenue NE, Suite 210
 City: Bellevue State: WA Zip: 98004

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

B. Trademark Registration No.(s)

2,357,794
2,416,258

Additional number(s) attached Yes No

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

Name: Catherine H. Tran, Perkins Coie LLP

Internal Address: _____

Street Address: 1201 Third Avenue, Suite 4800

City: Seattle State: WA Zip: 98101

6. Total number of applications and registrations involved 2

7. Total fee (\$7 CFR 3.41) \$65.00

- Enclosed
- Authorized to be charged to deposit amount

8. Deposit account number:

502278

(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

Catherine H. Tran

C.H. Tran

03/16/2004

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and documents: 6

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

CH \$65.00 502278 2337794

ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, New Forum Publishers, Inc. ("Assignor"), a Delaware corporation with its principal place of business at The Times Building, 4th Floor, Suburban Square, Ardmore, Pennsylvania 19003, is the owner of various trademarks and service marks including, but not limited to, the marks set forth in Exhibit 1 and incorporated herein by reference (collectively, the "Marks");

WHEREAS, Assignor is the owner of the U.S. registrations set forth in Exhibit 2 and incorporated herein by reference (the "Registrations"); and

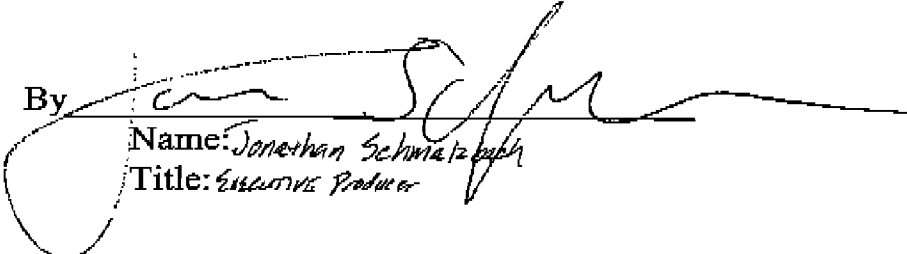
WHEREAS, Apex Learning Inc. ("Assignee"), a Washington corporation with its principal place of business at 110 - 110th Avenue NE, Suite 210, Bellevue, Washington 98004, is desirous of acquiring the Marks, the Registrations, and the goodwill associated therewith.

NOW, THEREFORE, for the sum of ten dollars (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns unto Assignee all right, title and interest in and to the Marks, the Registrations and the goodwill associated therewith.

Signed this 5th day of MARCH, 2004.

New Forum Publishers, Inc.

By

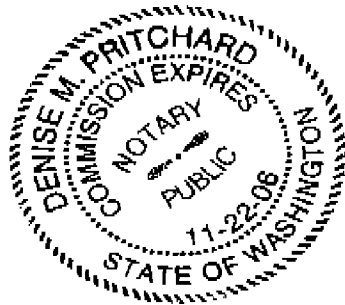

Name: Jonathan Schwartz
Title: Executive Producer

STATE OF WA)
)
COUNTY OF King) ss.

On the 5th day of March, 2004, before me personally appeared Jonathan Schmalzbeck, the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he/she is the Executive Producer of New Forum Publishers, Inc., the corporation described in and which executed the foregoing instrument, that he/she has signed said instrument as a free act on behalf of said corporation, and that he/she has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me on the date stated above.

Denise M. Pritchard
NOTARY PUBLIC in and for the State of
WA, residing at Suchanish Ctr
My Appointment Expires: 11-22-06



-
EXHIBIT 1
UNITED STATES
TRADEMARKS AND SERVICE MARKS

Trademarks and Service Marks
BEYOND BOOKS
BEYONDBOOKS.COM
NEW FORUM PUBLISHERS
BEYOND BOOKS LOGO (Attached)

EXHIBIT 2
UNITED STATES
TRADEMARK REGISTRATIONS

Trademark	Registration No.	Registration Date
BEYOND BOOKS	2,337,794	April 4, 2000
NEW FORUM PUBLISHERS	2,416,258	December 26, 2000