

Form **PTO-1594** (Rev. 03/01)
 OMB No. 0651-0027 (exp. 5/31/2001)
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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.

<p>1. Name of conveying party(ies): <u>New Forum Publishers, Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation- Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Apex Learning, Inc.</u> Internal Address: _____ Street Address: <u>110 - 110th Avenue NE Suite 210</u> City: <u>Bellevue</u> State: <u>WA</u> Zip: <u>98004</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Washington</u> <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: <u>Correction to Assignee recorded at 002814/0205 on 03/16/2004</u></p> <p>Execution Date: <u>03/06/2004</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p>	<p>B. Trademark Registration No.(s) <u>2337794 and 2416258</u></p>
Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Catherine H. Tran, Perkins Coie LLP</u> Internal Address: _____ _____ _____</p> <p>Street Address: <u>1201 Third Avenue, Suite 4800</u> _____ _____</p> <p>City: <u>Seattle</u> State: <u>WA</u> Zip: <u>98101</u></p>	<p>6. Total number of applications and registrations involved <u>2</u></p> <hr/> <p>7. Total fee (37 CFR 3.41) <u>\$65.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit amount</p> <hr/> <p>8. Deposit account number: <u>502278</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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 *CHT-H.T.* 04/ 8 /2004

Name of Person Signing	Signature	Date
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Total number of pages including cover sheet, attachments, and documents:

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

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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 document or copy thereof.

1. Name of conveying party(ies): New Forum Publishers, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- Delaware
 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: 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)

2,337,794
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 (37 CFR 3.41)\$65.00

Enclosed
 Authorized to be charged to deposit amount

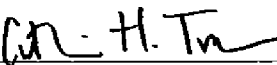
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Catherine H. Tran
Name of Person Signing


Signature

03/ 16 /2004
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

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

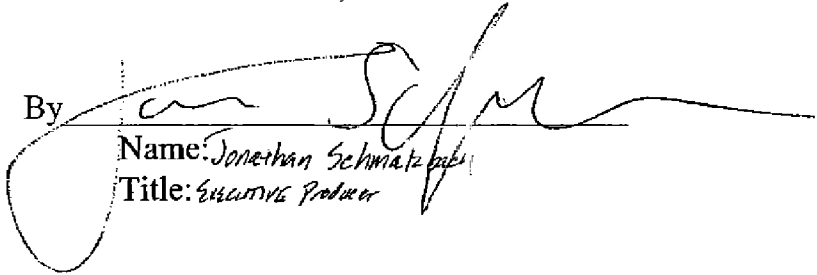
WHEREAS, Apex Learning Inc. ("Assignee"), a Washington corporation with its principal place of business at 110 - 110th Avenue NE, Suite 210, Bellevue, Washington 98004, is desirous of acquiring the Marks, the Registrations, and the goodwill associated therewith.

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 Schmatz
Title: Executive Producer

STATE OF WA)
)
COUNTY OF King) ss.

On the 5th day of March, 2004, before me personally appeared Jonathan Shmakbach, 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 Sachanish Gate

My Appointment Expires: 11-22-06

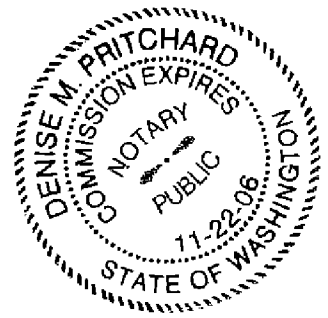


EXHIBIT 1
UNITED STATES
TRADEMARKS AND SERVICE MARKS

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