

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vivendi Universal Games, Inc.		09/30/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Knowledge Adventure, Inc.		
Street Address:	6060 Center Drive, Suite 400		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90045		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2246303	LANGUAGE CONNECT	
Registration Number:	2321669	LANGUAGE CONNECT	
Registration Number:	2277218	TRIPLE PLAY	
Registration Number:	2325166	YOUR WAY	
Registration Number:	2143033	LET'S TALK	
CORRESPONDENCE DATA			
Fax Number:	(650)493-6811		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	650-493-9300		
Email:	trademarks@wsgr.com		
Correspondent Name:	Wilson Sonsini Goodrich & Rosati		
Address Line 1:	650 Page Mill Road		
Address Line 4:	Palo Alto, CALIFORNIA 94304-1050		
NAME OF SUBMITTER:	Linda G. Alvarez		

CH \$140.00 2246303

Signature:

/Linda G. Alvarez/

Date:

01/21/2005

Total Attachments: 2

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TRADEMARK ASSIGNMENT

This Trademark Assignment is effective as of September 30, 2004, by and between Vivendi Universal Games, Inc. and Knowledge Adventure, Inc. ("Assignee").

WHEREAS, for purposes of this agreement, "Vivendi Universal Games, Inc." includes affiliate companies Vivendi Universal Games, Inc., Syracuse Language Systems, Inc. and Vivendi Universal Interactive Publishing International (collectively, "Assignor");

WHEREAS, Assignor has adopted, and is, to the best of its knowledge and belief, the owner of the trademarks and trademark applications identified in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, domain name rights, causes of action, and the right to recover for past infringement (the "Trademarks");

WHEREAS, Assignor has acquired goodwill in the portion of the business associated with and symbolized by the Trademarks and has not abandoned same;

WHEREAS, Assignee is desirous of acquiring all rights, title, and interest in and to the Trademarks owned by Assignor; and

WHEREAS, Assignor is willing to assign to Assignee all rights, title, and interest as Assignor may possess in and to the Trademarks;

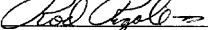
NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and sells to Assignee all rights, title, and interest as Assignor may possess in and to the Trademarks; together with the portion of the business and goodwill symbolized by said Trademarks.

Assignor agrees to execute and deliver to Assignee such other documents and instruments as may be required to effectuate the purposes hereof, including but not limited to any documents required by the Trademark Office.

IN WITNESS WHEREOF, the parties have duly executed and delivered this Assignment as of the date first written above.

ASSIGNOR

Vivendi Universal Games, Inc.

By: 

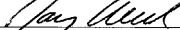
Name: Rod A. Rigole

Title: Assistant Secretary

Dated: 12-28-04

ASSIGNEE

Knowledge Adventure, Inc.

By: 

Its: CEO

Dated: 1-13-05

Schedule A

Trademark	Country	Reg. No.	Classification
Language Connect	US	2,246,303	Syracuse
Language Connect	US	2,321,669	Syracuse
Triple Play	US	2,277,218	Syracuse
Your Way	US	2,325,166	Syracuse
Let's Talk	US	2,143,033	Syracuse

Trademark	Country	Reg. No.	Classification
Accent Coach (with Katakana)	Japan	4317576	Syracuse
Language Connect	Japan	4152708	Syracuse
Language Connect	Japan	4065076	Syracuse
Let's Talk	Japan	4152707	Syracuse
Let's Talk	Japan	4065075	Syracuse
Playing With Language	Japan	3167901	Syracuse
Language Connect	Germany	NA	Syracuse
Language Connect	France	95600517	Syracuse
Let's Talk	France	95600518	Syracuse
Virtual Language Lab	France	95 600519	Syracuse
Frankie	Canada	115598770	Vivendi Universal Interactive Publishing International
Superstar Rivals	France	02 3174180	Vivendi Universal Interactive Publishing International
Superstar Rivals	International (Germany, Spain, U.K. and Italy)	806139	Vivendi Universal Interactive Publishing International

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RECORDED: 01/21/2005

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