

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	09/01/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ITC LEARNING CORPORATION		06/23/2005	CORPORATION: MARYLAND

**RECEIVING PARTY DATA**

Name:	ITC LEARNING, LLC
Street Address:	P.O. BOX 22968
City:	FT. LAUDERDALE
State/Country:	FLORIDA
Postal Code:	33335
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2157386	ACTIVPRO

**CORRESPONDENCE DATA**

Fax Number: (202)344-8300  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (202) 344-4000  
 Email: mbharrison@venable.com  
 Correspondent Name: MARK HARRISON  
 Address Line 1: P.O. Box 34385  
 Address Line 4: WASHINGTON, DISTRICT OF COLUMBIA 20043

NAME OF SUBMITTER:	MARK HARRISON
Signature:	/MARK HARRISON/
Date:	06/24/2005

CH \$40.00 2157386

Total Attachments: 1  
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## NUNC PRO TUNC ASSIGNMENT

WHEREAS, ITC Learning Corporation, 1616 Anderson Road, Suite 109, McLean, VA 22102 (hereinafter "Assignor"), a Maryland corporation, is the listed owner of the U.S. Trademark Registration No. 2,157,386 issued May 12, 1998 for the mark ACTIVPRO, and of the trademark shown in said registration, and of the goodwill of the business symbolized by said mark;

WHEREAS, ITC Learning, LLC, (hereinafter "Assignee"), a Delaware limited liability company having a mailing address at P.O. Box 22968, Ft. Lauderdale, FL 33335, is desirous of acquiring the entire right, title and interest in and to the said trademark registrations and applications, the trademarks shown in said registrations and applications, the goodwill of the business symbolized by said marks, and the right to sue for past infringements;

AND WHEREAS ITC Learning LLC purchased all the assets and related intangibles of ITC Learning Corporation effective September 1, 2004 via a Section 363 Asset Sale that took place in the United States Bankruptcy Court Eastern District of Virginia.

NOW, THEREFORE, for One Dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer unto the said Assignee the entire right, title and interest in and to the said trademark registrations and applications, and the trademarks shown in the said registrations and applications, together with the goodwill of the business symbolized by said marks, the right of Assignor to conduct business under said trademarks, and the right to sue for past infringements of said marks. This Assignment shall be deemed effective as of September 1, 2004.

Done, this 23 day of June, 2005.

ITC Learning Corporation

By: \_\_\_\_\_



Name: \_\_\_\_\_

Thomas Rye

Title: \_\_\_\_\_

Director