

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
MCG HOLDING. (aka Mentor Media Group, Inc.) please see enclosed Business Inquiry listing from Connecticut State showing the name change from MCG Holding to Mentor Media Group to G&A Liquidation)

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

Citizenship (see guidelines) _____

Execution Date(s) 10/07/2002

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: MENTOR COMMUNICATIONS LEARNING & SUPPORT, INC.

Internal Address: _____

Street Address: 14000 NW 4TH STREET

City: SUNRISE State: FL

Country: U.S.A. Zip: 33325

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship FLORIDA

Other _____ Citizenship _____

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)

3. Nature of conveyance:

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,588,494 2,837,623
2,617,129 2,837,624

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
2,588,494 is a stylized design; 2,617,129 is A SMARTER WAY TO USE ANY SOFTWARE; 2,837,623 is MENTOR; 2,837,624 is MENTOR

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Brinkley, McNERNEY, Morgan, Solomon & Tatum, LLP

Internal Address: _____

Street Address: 200 East Las Olas Blvd., 19th Floor

City: Fort Lauderdale State: FL Zip: 33301

Phone Number: 954-522-2200

Fax Number: 954-522-9123

Email Address:

Patricia.McQueeney@brinkleymcnerney.com

6. Total number of applications and registrations involved 4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) **\$ 115**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information

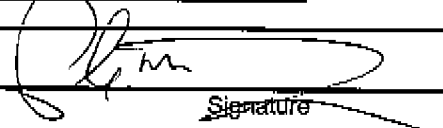
a. Credit Card Last 4 Numbers _____

Expiration Date _____

b. Deposit Account Number 50-1111

Authorized User Name Patricia E. McQueeney

9. Signature:



Signature

02/17/2006

Date

Patricia E. McQueeney
Name of Person Signing

Total number of pages including cover sheet, attachments, and documents: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks (the "Assignment") is entered into as of May 14, 2004 by and between Mentor Media Group, Inc., a Delaware corporation ("Assignor") and Mentor Communication Learning and Support, Inc., a Florida corporation ("Assignee").

WHEREAS, Assignee has agreed to purchase certain assets of the Assignor, which assets include, among others, the trademarks identified on Schedule I hereto, and any applications and resulting registrations therefor and any logos, designs, graphics or other marks or indicators of origin used by Assignor in connection with the operation of its business (the "Trademarks"), in accordance with the terms of that certain Asset Purchase Agreement entered into as of May 14, 2004 by and among Learn.com, Inc., a Delaware corporation, Assignor and Assignee; and

WHEREAS, Assignee is desirous of acquiring the Trademarks, and Assignor has agreed to assign to Assignee its entire worldwide right, title and interest in, to and under the Trademarks, together with the goodwill of the business connected with the use of and symbolized by the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor hereby sells, assigns, transfers and conveys to Assignee its entire worldwide right, title and interest in, to and under the Trademarks, and any associated applications and registrations therefor, together with the goodwill of the business connected with the use of and symbolized by the Trademarks, and all rights and causes of action to recover past, present or future damages, royalties, fees, profits or other relief, including but not limited to, equitable and injunctive relief ensuing from infringement of the Trademarks.

Assignor further represents and warrants that it has not transferred, assigned, hypothecated or granted a security interest in the Trademarks to any third party.

Further, Assignor agrees to execute and provide promptly after the execution hereof, such further instruments, documents or assignments as may be reasonably necessary to effectuate the purposes of this transaction and to consolidate, vest and record in Assignee its rights in, to and under the Trademarks.

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

[INTENTIONALLY LEFT BLANK]

ASSIGNOR
MENTOR MEDIA GROUP, INC.
a Delaware corporation

By: *[Signature]*
Daniel J. Gallo, President

STATE OF)
) ss:
COUNTY OF)

The foregoing instrument was sworn to and subscribed before me this 14 day of May, 2004, by Daniel J. Gallo, President of Mentor Media Group, Inc., a Delaware corporation, on behalf of the corporation. He/she is personally known to me or has produced DL# 054715706 (type of identification) as identification.

Sandra L Vander Linde
NOTARY PUBLIC STATE OF Florida
Sandra L Vander Linde

(Print, Type or Stamp Commissioned Name of Notary Public)



ASSIGNEE
MENTOR COMMUNICATION LEARNING
AND SUPPORT, INC., a Florida corporation

By: *[Signature]*
James Riley, President

STATE OF Florida)
) ss:
COUNTY OF Broward)

The foregoing instrument was sworn to and subscribed before me this 14 day of May, 2004, by James Riley, President of Mentor Communication Learning And Support, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced personally known (type of identification) as identification.


Sandra L Vander Linde
NOTARY PUBLIC STATE OF Florida
Sandra L. Vander Linde

(Print, Type or Stamp Commissioned Name of Notary Public)



SCHEDULE I

TRADEMARKS

Mark	U.S. Trademark Registration No.	Registration Date
MENTOR	2,837,624	05/04/2004
MENTOR	2,837,623	05/04/2004
	2,588,494	07/02/2002
A SMARTER WAY TO USE ANY SOFTWARE	2,617,129	09/10/2002