

06/07/2006
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Form PTO-1584 (Rev. 06/04)
OMB Collection 0551-0027 (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)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Execution Date(s) 05/14/2004

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: To correct execution date error in previous recordation
- Merger
- Change of Name

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
- General Partnership
- Limited Partnership
- Corporation
- Other _____

Citizenship _____

Citizenship _____

Citizenship _____

Citizenship FLORIDA

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)

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 2,837,823
2,617,129 2,837,624

Additional sheet(s) attached? Yes No

G. 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, McNeerney, 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@brinkley-mcnerney.com

6. Total number of applications and registrations involved 4

7. Total fee (37 CFR 2.8(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:



05/07/2006
Date

Patricia E. McQueeney
Name of Person Signing

Total number of pages including cover sheet, attachments, and documents: 8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to: Mail Stop Assignment Recordation Service, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

U.S. PATENT AND TRADEMARK OFFICE

02/11/2006
700244932

Form PTO-1584 (Rev. 08/04)
OMB Collection 0851-0027 (exp. 8/30/2005)

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

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 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: **33328**
 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)

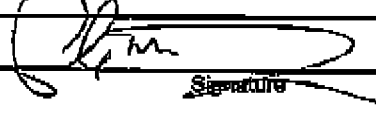
3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

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
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 2,837,624 is MENTOR

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Brinkley, McNamey, Moran, 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) **\$ 116**
 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
 Patricia E. McQueeney
 Name of Person Signing
 Total number of pages including cover sheet, attachments, and documents: **7**
 Date: **02/17/2006**

Documents to be recorded (including cover sheet) should be faxed to (703) 306-8895, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22303-1460

02/17/2006 15:32 FAX 954 522 9123

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]

01/12/2005 16:13


954-233-4001

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PAGE 05

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

(FT22683;1)

C.O.N.C.O.R.D.

Page 1 of 1

business inquiry

BUSINESS DETAILS:

Business Name: G & A LIQUIDATION CORPORATION	Business ID: 0727080	Business Address: 20 GLOVER AVENUE, 4TH FLOOR NORWALK, CT 06850
Mailing Address: 20 GLOVER AVENUE, 4TH FLOOR NORWALK, CT 06850	Citizenship/State Inc: Foreign/DE	Last Report Year:
Business Type: Stock	Business Status: Active	Date Inc./Register: Sep 30, 2002
Name in State of INC: G & A LIQUIDATION CORPORATION		Commence Business Date: Sep 30, 2002

PRINCIPALS:

Name/Title: DANIEL J. GALLO, JR. PRESIDENT	Business Address: 20 GLOVER AVE., 4TH FLR. NORWALK, CT 06850	Residence Address: 43 BRIARDALE PLACE WILTON, CT 06897
LARRY LAWRENCE DIRECTOR	20 GLOVER AVE., 4TH FLR. NORWALK, CT 06850	40 BROOKRIDGE DRIVE GREENWICH, CT 06830
RICHARD DEFIEUX DIRECTOR	20 GLOVER AVE., 4TH FLR. NORWALK, CT 06850	3728 WINDY BUSH ROAD NEW HOPE, PA 18938

IMPORTANT: There are more principals for this business that are not shown here.

BUSINESS SUMMARY:

Agent Name: C T CORPORATION SYSTEM	Agent Business Address: ONE COMMERCIAL PLAZA HARTFORD, CT 06103	Agent Residence Address: NONE
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C.O.N.C.O.R.D.

business Filings

NAME CHANGE HISTORY:

Business ID:

0727080

Business Name:

G & A LIQUIDATION CORPORATION

Old Name:

MCG HOLDING, INC.

MENTOR MEDIA GROUP, INC.

Filing Number:

0002744245

0002744366

Date:

Jun 08, 2004

Jun 08, 2004

Cancel

BRINKLEY, McNERNEY, MORGAN, SOLOMON & TATUM, LLP

Attorneys at Law
 200 East Las Olas Boulevard
 Suite 1900
 Fort Lauderdale, FL 33301

Telephone 954-522-2200


Facsimile 954-522-9123

FACSIMILE TRANSMISSION COVER SHEET**PLEASE DELIVER TO:**

NAME: Assignment Division/Lazena Martin
FAX TELEPHONE NO. 571-273-0140
MESSAGE SENT BY: Patricia E. McQueeney, Esq./Chris Mendez
DATE: June 21, 2006
PAGES: (including cover).....10
MESSAGE: Per our telephone conversation please find the original cover sheet. "Please correct the execution date for the assignment recorded at Reel/Frame 003262/0384 from MCG Holding, Inc. (aka Mentor Media Group, Inc.) to Mentor Communications Learning & Support, Inc. for the Trademark Registration Nos. 2588494, 2837623, 2617129 and 2837624 under. The execution date was inadvertently recorded as October 7, 2002 rather than the correct date of May 15, 2004. As the error does not affect title, permission to keep the original date of recordation is respectfully requested. Pursuant to TMEP 503.06(a), attached are a copy of the originally recorded assignment document, a corrected cover sheet, the original cover sheet and authorization to charge deposit account 50-1111 for the fee." Thank you.

CERTIFICATE OF FAX TRANSMITTAL

I hereby certify that this correspondence is being facsimile to the United States Patent and Trademark Office, at (571) 273-0140 Law Office 116 Facsimile, addressed to: Commissioner for Trademarks, P.O. Box 1451, Alexandria, VA 22313-1451 on the date listed below:

Date:	June 21, 2006
Signature:	
Typed or Printed Name:	Chriselide Mendez

IF THERE ARE ANY PROBLEMS WITH THE RECEIPT OF THIS TRANSMITTAL, PLEASE CALL 954-522-2200 AS SOON AS POSSIBLE.

The information contained in this facsimile is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the above address via the U.S. Postal Service. Thank you.