

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
Learn2 Corporation		05/17/2007	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	Learn.com, Inc.		
Street Address:	14000 NW 4th Street		
Internal Address:	Attn: P.E. McQueeney		
City:	Sunrise		
State/Country:	FLORIDA		
Postal Code:	33325		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3119842	LEARN2	
CORRESPONDENCE DATA			
Fax Number:	(954)233-4001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(954) 233-4000 x5106		
Email:	patricia.mcqueeney@learn.com		
Correspondent Name:	Learn.com, Inc.		
Address Line 1:	14000 NW 4th Street		
Address Line 2:	Attn: P.E. McQueeney		
Address Line 4:	Sunrise, FLORIDA 33325		
ATTORNEY DOCKET NUMBER:	LEARN2 MARK		
NAME OF SUBMITTER:	Patricia E. McQueeney		
Signature:	/pem/		

OP \$40.00 3119842

Date:

05/17/2007

Total Attachments: 2

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ASSIGNMENT OF TRADEMARKS

Learn2 Corporation, a Florida corporation ("Assignor"), has adopted and is using the mark LEARN2 & Design ("Mark") for which the Assignor has obtained registration in the United States Patent and Trademark Office, Registration No. 3,119,842, Grant Date July 25, 2006.

Learn.com, Inc., a Delaware corporation ("Assignee"), desires to acquire the entire right, title and interest in and to the Mark and the above-identified registration.

WHEREAS, Assignee has agreed to purchase certain assets of the Assignor, which assets include, among others, the Mark identified above, and any applications and resulting registration therefore and any logos, designs, graphics or other marks or indicators of origin used by Assignor in connection with the operation of its business ("Trademarks"); and

WHEREAS, Assignee is desirous of acquiring the Trademarks, and Assignor has agreed to assign to Assignee the 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;

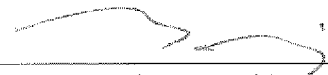
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor hereby sells, assigns, transfers and conveys to Assignee its entire worldwide right, title and interest in, to and under the Trademarks, and any associated application and registrations therefore, 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 accord in Assignee its right in, to and under the Trademarks.

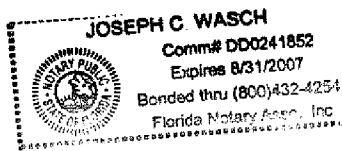
IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed and delivered as of the date first above written.

ASSIGNOR
Learn2 Corporation, a Florida corporation

By: 
James B. Riley, President

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

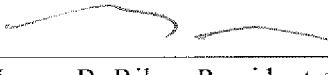
The foregoing instrument was sworn to and subscribed before me this 17th day of MAY, 2007, by James B. Riley, President of Learn2 Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me.




NOTARY PUBLIC STATE OF FLORIDA

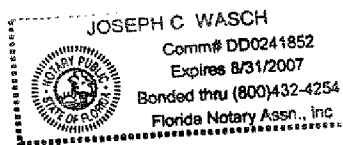
(Print, Type or Stamp Commissioned Name of Notary Public)

ASSIGNEE
LEARN.COM, INC., a Delaware corporation

By: 
James B. Riley, President

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was sworn to and subscribed before me this 17th day of MAY, 2007, by James B. Riley, President of Learn.com, Inc., a Delaware corporation, on behalf of the corporation. He is personally known to me.




NOTARY PUBLIC STATE OF FLORIDA

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