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
Mentor Communications Learning and Support, Inc.		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: 2

Property Type	Number	Word Mark
Registration Number:	2837623	MENTOR
Registration Number:	2837624	MENTOR

CORRESPONDENCE DATA

Fax Number: (954)233-4001

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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

Address Line 4. Sumse, 1 LONDA 33323

ATTORNEY DOCKET NUMBER: MENTOR MARKS

NAME OF SUBMITTER: Patricia E. McQueeney

TRADEMARK REEL: 003544 FRAME: 0694

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Signature:	/pem/	
Date:	05/17/2007	
Total Attachments: 2 source=Assn Mentor#page1.tif source=Assn Mentor#page2.tif		

TRADEMARK REEL: 003544 FRAME: 0695

ASSIGNMENT OF TRADEMARKS

Mentor Communication Learning and Support, Inc., a Florida corporation ("Assignor"), has adopted and is using the mark Mentor ("Mark") for which the Assignor has obtained two registrations in the United States Patent and Trademark Office, Registration Nos. 2,837,623 and 2,837,624, both having the Grant Date of May 4, 2004.

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 registrations.

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 registrations 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 applications 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.

TRADEMARK REEL: 003544 FRAME: 0696 IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed and delivered as of the date first above written

Inc., a Florida corporation By: James B. Riley, President COUNTY OF BROWARD The foregoing instrument was sworn to and subscribed before me this 17th day of 2007, by James B. Riley, President of Mentor Communication Learning and Support, Inc., a Florida corporation, on behalf of the corporation. He is personally known to mentod by the corporation of the corporation. He is personally known to mentod by the corporation of 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 The foregoing instrument was sworn to and subscribed before me this 17th day of 2007, by James B. Riley, President of Learn.com, Inc., a Delaware corporation	executed and delivered as of the date	first above written.
James B. Riley, President COUNTY OF BROWARD COUNTY OF BROWARD COUNTY OF BROWARD COUNTY OF BROWARD Committee Doors and Subscribed before me this 7 day of		Mentor Communication Learning and Support,
The foregoing instrument was sworn to and subscribed before me this 17th day of		
The foregoing instrument was sworn to and subscribed before me this	STATE OF FLORIDA))
Support, Inc., a Florida corporation, on behalf of the corporation. He is personally known to m JOSEPH C WASCH Comm# DO0241852 Expires 8031/2007 Bonded whru (800/432-4254 Broids Notary Ass., 1702 Profes 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 The foregoing instrument was sworn to and subscribed before me this 17 day of, 2007, by James B. Riley, President of Learn.com, Inc., a Delaware corporation	COUNTY OF BROWARD	
James B. Riley, President STATE OF FLORIDA) COUNTY OF BROWARD The foregoing instrument was sworn to and subscribed before me this 17th day of, 2007, by James B. Riley, President of Learn.com, Inc., a Delaware corporation	Support, Inc., a Florida corporation, of Joseph C WASCH Comm# D00241852 Expires 8/31/2007 Expires 8/31/2007 Expires 8/31/2007	not 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
COUNTY OF BROWARD The foregoing instrument was sworn to and subscribed before me this 17 day of, 2007, by James B. Riley, President of Learn.com, Inc., a Delaware corporation	STATE OF ELODIDA	By: James B. Riley, President
1/VIFY , 2007, by James B. Riley, President of Learn.com, Inc., a Delaware corporation)))
on behalf of the corporation. He is personally known to me.	The foregoing instrument was , 2007, by James B. R on behalf of the corporation. He is p	iley, President of Learn.com, Inc., a Delaware corporation, ersonally known to me.

JOSEPH C WASCH

Comm# DD0241852

Expires 8/31/2007

Expires 8/31/2007

Bonded thru (800)432-4254

Florida Notary Assn., 1997

Florida Notary Assn., 1997

NOTARY PUBLIC STATE OF FLORIDA

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

TRADEMARK REEL: 003544 FRAME: 0697

RECORDED: 05/17/2007