

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Our Ref.: DJB-4298-1

Mail Stop Assignment Recordation Services

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

To the Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
The Teaching Company Limited Partnership

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

3. Nature of conveyance:

Assignment Merger
 Security Assignment Change of Name
 Other: _____

Execution Date: September 29, 2006

2. Name and address of receiving party(ies):
Name: The Teaching Company, LLC
Internal Address: _____
Street Address: 4151 Lafayette Center Drive
Suite 100
City: Chantilly
State/Country: Virginia
Zip: 20151-1232

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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)
Additional name/s & address/es attached Yes No

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
(1)	(1) 3,009,025
(2)	(2) 2,909,770
(3)	(3) 2,975,207

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Donna J. Bunton
Internal Address: _____
Street Address: Nixon & Vanderhye P.C.
901 North Glebe Road
11th Floor
City Arlington State: VA Zip: 22203

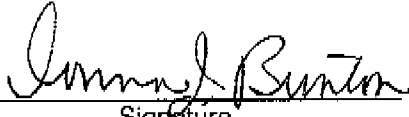
6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41)(8521; \$40) (8522; \$25)\$ 415.00
 Enclosed
 Authorized to be charged to deposit account #14-1140

8. The Commissioner is hereby authorized to charge any deficiency, or credit any overpayment, in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. **14-1140**.

DO NOT USE THIS SPACE

9. Statements and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Donna J. Bunton  August 16, 2007
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: _____

CH \$415.00 141140 76622275

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1. Name of conveying party(ies):

The Teaching Company Limited Partnership

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

A. Trademark Application No.(s)

- (4)
- (5)
- (6)
- (7)
- (8) 76/622,275
- (9)
- (10)
- (11)
- (12)
- (13)
- (14)
- (15)
- (16)

2. Name and address of receiving party(ies):

Name: The Teaching Company, LLC

Internal Address: _____

Street Address: 4151 Lafayette Center Drive

City: Chantilly

State/Country: Virginia

Zip: 20151-1232

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company

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)

B. Trademark Registration No.(s)

- (4) 3,220,879
- (5) 3,270,397
- (6) 1,704,609
- (7) 2,785,870
- (8)
- (9) 2,896,616
- (10) 1,947,801
- (11) 2,717,476
- (12) 3,025,632
- (13) 1,859,109
- (14) 3,033,618
- (15) 1,770,044
- (16) 1,808,062

**TRADEMARK
ASSIGNMENT**

WHEREAS, The Teaching Company Limited Partnership (n/k/a 4VAP, L.P.), a Delaware limited partnership, having a place of business at 4151 Lafayette Center Drive, Suite 100, Chantilly, Virginia 20151-1232 (hereinafter referred to as "TTC"), has adopted, used and is the owner of the entire right, title and interest in and to the trade name The Teaching Company, the trademarks and service marks shown in Exhibit A attached hereto and made a part hereof, and the United States and foreign trademark and service mark applications and registrations listed on Exhibit A (collectively, the "Trademarks"); and

WHEREAS, TTC desires to sell, transfer, convey, assign and deliver to The Teaching Company, LLC (f/k/a Cowabunga Acquisition Corporation), a Delaware limited liability company (hereinafter referred to as "Purchaser"), and Purchaser desires to acquire, all of TTC's rights, title and interest in and to, and to the use of, the Trademarks, including the applications and registrations therefor, and the goodwill of the business symbolized thereby;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and pursuant to the Asset Purchase Agreement dated as of August 22, 2006, by and between TTC and Purchaser, TTC hereby sells, transfers, conveys, assigns and delivers to Purchaser all of TTC's rights, title and interest in and to the Trademarks, including the registrations and applications therefor, together with the goodwill of the business symbolized by the Trademarks, all rights of action against third parties accrued and to accrue under and by virtue thereof, including the right to sue and recover for past, present, and future infringement, misappropriation, or other violation of the Trademarks and, in connection with any intent-to-use applications, TTC also transfers to Purchaser the business or the portion of the business to which the Trademarks pertain.

TTC agrees to execute and deliver at the request of Purchaser all papers, documents, instruments and assignments, and to perform any other reasonable acts, at Purchaser's sole cost and expense, that (1) Purchaser may request in order to vest and otherwise perfect all of TTC's rights, title and interest in and to the Trademarks in Purchaser; (2) may be required in states and countries foreign to the United States in order to record Purchaser as the owner of the Trademarks and registrations and applications herein assigned; and (3) Purchaser may require in any legal action that it may take regarding the protection of its rights in the Trademarks.

TTC also agrees to provide evidence to support any of the foregoing in the event that such evidence is deemed necessary by Purchaser, to the extent such evidence is in the possession or control of TTC.

TTC further authorizes the Commissioner of Patents and Trademarks of the United States and any official of any state or country foreign to the United States whose duty it is to record information regarding trademark and service mark registrations and applications and title thereto, to record the Trademarks and title thereto as the property of Purchaser in accordance with the terms of this instrument.

THE TEACHING COMPANY LIMITED PARTNERSHIP
(n/k/a 4VAP, L.P.), a Delaware limited partnership

BY: TTC MANAGEMENT L.P., a Delaware limited
partnership, its general partner

BY: THE TEACHING COMPANY, INC. (n/k/a
TGAIFAL, INC.), a Delaware corporation, its
general partner

By: 

Thomas M. Rollins, President

STATE OF *Virginia*
COUNTY OF *Fairfax* ss:-,

On this *29* day of *September* 2006, before me personally appeared *Thomas Rollins* to me known, who being duly sworn, did depose and say that he holds the office of *president* of the Assignor described in and which executed the foregoing instrument, and that he was duly authorized to execute this Assignment on behalf of The Teaching Company Limited Partnership (n/k/a 4VAP, L.P.).


Notary Public

[Signature Page to Trademark Assignment]

Acknowledged and accepted:

THE TEACHING COMPANY, LLC (f/k/a Cowabunga Acquisition Corporation), a Delaware limited liability company

By: [Signature]
Name: Eric Rector
Title: Secretary and Treasurer

STATE OF Virginia
COUNTY OF Fairfax) SS: ,

On this 29 day of September, 2006, before me personally appeared Eric Rector to me known, who being duly sworn, did depose and say that he holds the office of Secretary and Treasurer of the Assignee described in and which executed the foregoing instrument, and that he was duly authorized to execute this Assignment on behalf of The Teaching Company, LLC (f/k/a Cowabunga Acquisition Corporation).

[Signature]
Notary Public

EXHIBIT A
THE TEACHING COMPANY LIMITED PARTNERSHIP
TRADEMARKS

US TRADEMARKS



MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
GREAT MINDS (Class 9)	USA	75/079,070	03/27/1996	3,009,025	10/25/2005	Registered
GREAT MINDS (Classes 9 and 16)	USA	76/526,203	06/27/2003	2,909,770	12/14/2004	Registered
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Classes 9 and 16)	USA	76/526,205	06/27/2003	2,975,207	07/26/2005	Registered
GREAT PROFESSORS (Class 9)	USA	76/553,229	10/21/2003			Pending
GREAT PROFESSORS, GREAT COURSES, GREAT VALUE GUARANTEED (Classes 9, 16 and 35)	USA	76/615,940	10/14/2004			Pending

1089385

TRADEMARK

REEL: 003604 FRAME: 0458

MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
GREAT TEACHERS (Classes 9 and 16)	USA	76/457,696	10/09/2002			Pending
GREAT TEACHERS, GREAT COURSES, GREAT VALUE GUARANTEED (Classes 9, 16 and 35)	USA	76/617,771	10/26/2004			Pending
SUPERSTAR TEACHERS (Classes 9, 16 and 41)	USA	74/085,908	08/08/1990	1,704,609	08/04/1992	Registered
TEACHING THAT ENGAGES THE MIND (Classes 9, 16 and 35)	USA	76/457,650	10/09/2002	2,785,870	11/25/2003	Registered
THE JOY OF LIFELONG LEARNING EVERY DAY (Classes 9, 16 and 35)	USA	76/622,275	11/23/2004			Pending
THE GREAT COURSES (Classes 9, 16 and 35)	USA	76/457,659	10/09/2002	2,896,616	10/26/2004	Registered
THE TEACHING COMPANY (Classes 9 and 16)	USA	74/074,104	06/29/1990	1,947,801	01/16/1996	Registered


MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
THE TEACHING COMPANY (Class 9)	USA	76/439,526	08/08/2002	2,717,476	05/20/2003	Registered
THE TEACHING COMPANY (Class 35)	USA	76/599,281	06/25/2004	3,025,632	12/13/2005	Registered
Torch & Stars Design (Class 9)	USA	74/076,241	07/09/1990	1,859,109	10/18/1994	Registered
						
Torch & Stars Design (Classes 9, 16 and 35)	USA	76/599,280	06/25/2004	3,033,618	12/27/2005	Registered
						
WORDSCORE (Class 16)	USA	74/317,370	09/28/1992	1,770,044	05/11/1993	Registered


MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
WORDSCORE (Class 41)	USA	74/317,369	09/28/1992	1,808,062	11/30/1993	Registered

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FOREIGN TRADEMARKS


MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
GREAT MINDS (Classes 9 and 16)	Australia	982447	12/16/2003	982447	05/10/2004	Registered
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Classes 9 and 16)	Australia	982448	12/16/2003	982448	05/10/2004	Registered
TEACHING THAT ENGAGES THE MIND (Classes 9, 16 and 35)	Australia	950162	04/09/2003	950162	10/31/2003	Registered
THE GREAT COURSES (Classes 9, 16 and 35)	Australia	951933	04/28/2003	951933	09/19/2005	Registered
THE TEACHING COMPANY (Class 9)	Australia	938899	12/31/2002	938899	05/09/2003	Registered
THE TEACHING COMPANY (Classes 16 and 35)	Australia	1027539	10/29/2004	1027539	03/07/2005	Registered

MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
Torch & Stars Design (Classes 9, 16 and 35)	Australia	951932	04/28/2003	951932	01/12/2004	Registered
						
GREAT MINDS (Classes 9 and 16)	Canada	1,202,295	12/24/2003			Pending
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Classes 9 and 16)	Canada	1,202,297	12/24/2003			Pending
THE GREAT COURSES (Classes 9, 16 and 35)	Canada	1,175,085	04/29/2003			Pending
TEACHING THAT ENGAGES THE MIND (Classes 9, 16 and 35)	Canada	1173244	04/09/2003			Pending

MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
THE TEACHING COMPANY (Classes 9, 16 and 35)	Canada	1,175,086	04/29/2003	666154	06/16/2006	Registered
Torch & Stars Design (Classes 9, 16 and 35)	Canada	1175089	04/29/2003	635,222	03/15/2005	Registered
						
GREAT MINDS (Class 9)	China	3859648	12/24/2003	3859648	01/21/2006	Registered
GREAT MINDS (Class 16)	China	3859649	12/24/2003			Pending
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Class 9)	China	3859650	12/24/2003	3859650	01/21/2006	Registered

MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Class 16)	China	3859651	12/24/2003			Pending
THE TEACHING COMPANY (Class 9)	China	3455055	02/06/2003	3455055	08/07/2004	Registered
GREAT MINDS (Classes 9 and 16)	Europe	3557451	12/16/2003	3557451	04/13/2005	Registered
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Classes 9 and 16)	European Community	3557436	12/16/2003	3557436	12/09/2005	Registered
TEACHING THAT ENGAGES THE MIND (Classes 9, 16 and 35)	European Community	3173201	04/09/2003	3173201	11/01/2004	Registered
THE TEACHING COMPANY (Class 9)	European Community	2993889	01/02/2003	2993889	12/15/2004	Registered
THE TEACHING COMPANY (Classes 9, 16 and 35)	European Community	4082277	10/21/2004	4082277	11/28/2005	Registered

MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
Torch & Stars Design (Classes 9, 16 and 35) *  *	European Community	3179512	04/25/2003	3179512	01/31/2005	Registered
GREAT MINDS (Classes 9 and 16)	Japan	2003-113257	12/19/2003	4812360	10/22/2004	Registered
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Classes 9 and 16)	Japan	2003-113258	12/19/2003	4843840	03/04/2005	Registered
TEACHING THAT ENGAGES THE MIND (Classes 9, 16 and 41)	Japan	2003-028556	04/09/2003	4756163	03/12/2004	Registered
THE GREAT COURSES (Classes 9, 16 and 35)	Japan	2003-034194	04/25/2003	4774242	05/28/2004	Registered
THE TEACHING COMPANY (Class 9)	Japan	2003-000268	01/07/2003	4697127	08/01/2003	Registered

MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
THE TEACHING COMPANY (Classes 16 and 35)	Japan	2004-096138	10/20/2004	4885241	08/05/2005	Registered
Torch & Stars Design (Classes 9, 16 and 35)	Japan	2003-034195	04/25/2003	4774243	05/28/2004	Registered
						
GREAT MINDS (Class 9)	Malaysia	2003/17187	12/18/2003			Pending
GREAT MINDS (Class 16)	Malaysia	2003/17186	12/18/2003			Pending
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Class 9)	Malaysia	2003/17189	12/18/2003			Pending
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Class 16)	Malaysia	2003/17188	12/18/2003			Pending

MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
THE TEACHING COMPANY (Class 9)	Malaysia	2002-16299	12/30/2002			Pending
GREAT MINDS (Class 9)	Singapore	T03/20266J	12/16/2003	T03/20266J	06/27/2003	Registered
GREAT MINDS (Class 16)	Singapore	T03/20267I	12/16/2003	T03/20267I	06/27/2003	Registered
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Class 9)	Singapore	T03/20268G	12/16/2003	T03/20268G	06/27/2003	Registered
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Class 16)	Singapore	T03/20270I	12/16/2003	T03/20270I	06/27/2003	Registered
THE TEACHING COMPANY (Class 9)	Singapore	T02/19759J	12/31/2002	T02/19759J	08/08/2002	Registered
GREAT MINDS (Classes 9 and 16)	Taiwan	92072433	12/18/2003	1137915	01/16/2005	Registered
GREAT MINDS OF THE WESTERN INTELLECTUAL TRADITION (Classes 9 and 16)	Taiwan	92072435	12/18/2003	1137916	01/16/2005	Registered

MARK	COUNTRY	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	STATUS
THE TEACHING COMPANY (Class 9)	Taiwan	91054795	12/30/2002	1168541	08/16/2005	Registered

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