

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Soliloquy Learning, Inc.		09/30/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JTT Holdings Inc.
Street Address:	100 Fifth Avenue
City:	Waltham
State/Country:	MASSACHUSETTS
Postal Code:	02451
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2662352	SOLILOQUY LEARNING
Registration Number:	2948614	

CORRESPONDENCE DATA

Fax Number: (202)408-0302
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617 542 5070
 Email: tmdoctc@fr.com, smolinsky@fr.com
 Correspondent Name: Debra S. Serota, Fish & Richardson P.C.
 Address Line 1: P.O. Box 1022
 Address Line 4: Minneapolis, MINNESOTA 55440-1022

ATTORNEY DOCKET NUMBER:	14211-023001, 024001
NAME OF SUBMITTER:	Debra S. Serota
Signature:	/debra s. serota/

TRADEMARK

CH \$65.00 2662352

Date:

01/02/2008

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SOLILOQUY LEARNING, INC.", A DELAWARE CORPORATION, WITH AND INTO "JTT HOLDINGS INC." UNDER THE NAME OF "JTT HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2005, AT 4:38 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE AND KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4198268

DATE: 10-03-05

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State of Delaware
Secretary of State
Division of Corporations
Delivered 04:38 PM 09/30/2005
FILED 04:38 PM 09/30/2005
SRV 050804767 - 3981846 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SOLILOQUY LEARNING, INC.

(a Delaware corporation)

Into

JTT HOLDINGS INC.

(a Delaware corporation)

**(PURSUANT TO SECTION 253
OF THE GENERAL CORPORATION LAW OF DELAWARE)**

JTT Holdings Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

FIRST: The Company was incorporated on June 7, 2005 pursuant to the Delaware General Corporation Law (the "DGCL").

SECOND: The Company owns at least 90% of the outstanding shares of the sole class of stock of Soliloquy Learning, Inc. ("Soliloquy"), a Delaware corporation.

THIRD: On September 30, 2005, the Board of Directors of the Company adopted, by unanimous written consent, the resolutions attached hereto as Exhibit A which are incorporated herein by reference.

FOURTH: The Company shall be the surviving corporation in the merger.

FIFTH: This Certificate of Ownership and Merger shall be effective upon its filing date.

SIXTH: The Company has caused this Certificate of Ownership and Merger to be signed by Thomas L. Phillips, Jr., its Chief Executive Officer, this 30th day of September, 2005.

JTI HOLDINGS INC.

By: THOMAS L. PHILLIPS, JR.
Name: Thomas L. Phillips, Jr.
Title: Chief Executive Officer