

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT		
EFFECTIVE DATE:	09/01/2004		
<b>CONVEYING PARTY DATA</b>			
	Name	Formerly	Execution Date
	ITC Learning Corporation		11/23/2009
			Entity Type
			CORPORATION: MARYLAND
<b>RECEIVING PARTY DATA</b>			
Name:	ITC Learning, LLC		
Street Address:	P.O. Box 22968		
City:	Ft. Lauderdale		
State/Country:	FLORIDA		
Postal Code:	33335		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
	Property Type	Number	Word Mark
	Registration Number:	1542258	ACTIV
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(202)344-8300		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-344-4019		
Email:	trademarkdocket@venable.com		
Correspondent Name:	Mark B. Harrison		
Address Line 1:	575 7th Street, N.W.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004-1601		
ATTORNEY DOCKET NUMBER:	31717-137480		
NAME OF SUBMITTER:	Mark B. Harrison, Esq.		
Signature:	/MBH-hrc/		

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 REEL: 004101 FRAME: 0437**

Date:

11/23/2009

Total Attachments: 1

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## NUNC PRO TUNC ASSIGNMENT

WHEREAS, ITC Learning Corporation, 1616 Anderson Road, Suite 109, McLean, VA 22102 (hereinafter "Assignor"), a Maryland corporation, is the listed owner of the U.S. Trademark Registration No. 1,542,258 issued June 6, 1989 for the mark ACTIV, and of the trademark shown in said registration, and of the goodwill of the business symbolized by said mark;

WHEREAS, ITC Learning, LLC, (hereinafter "Assignee"), a Delaware limited liability company having a mailing address at P.O. Box 22968, Ft. Lauderdale, FL 33335, is desirous of acquiring the entire right, title and interest in and to the said trademark registrations and applications, the trademarks shown in said registrations and applications, the goodwill of the business symbolized by said marks, and the right to sue for past infringements;

AND WHEREAS ITC Learning LLC purchased all the assets and related intangibles of ITC Learning Corporation effective September 1, 2004 via a Section 363 Asset Sale that took place in the United States Bankruptcy Court Eastern District of Virginia.

NOW, THEREFORE, for One Dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer unto the said Assignee the entire right, title and interest in and to the said trademark registrations and applications, and the trademarks shown in the said registrations and applications, together with the goodwill of the business symbolized by said marks, the right of Assignor to conduct business under said trademarks, and the right to sue for past infringements of said marks. **This Assignment shall be deemed effective as of September 1, 2004.**

Done, this 23 day of November, 2009.

ITC Learning Corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_