

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
Activlingua Limited		12/17/2010	CORPORATION: UNITED KINGDOM
RECEIVING PARTY DATA			
Name:	PROMETHEAN LIMITED		
Street Address:	PROMETHEAN HOUSE, LOWER PHILIPS ROAD		
City:	BLACKBURNE, LANCASHIRE		
State/Country:	UNITED KINGDOM		
Postal Code:	BB1 5TH		
Entity Type:	company: UNITED KINGDOM		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3164654	ACTIVLINGUA	
CORRESPONDENCE DATA			
Fax Number:	(202)293-7860		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2022937060		
Email:	tm@sughrue.com		
Correspondent Name:	Leigh Ann Lindquist		
Address Line 1:	2100 Pennsylvania Avenue, N.W.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20037		
ATTORNEY DOCKET NUMBER:	D2652		
DOMESTIC REPRESENTATIVE			
Name:	Leigh Ann Lindquist		
Address Line 1:	2100 Pennsylvania Avenue, N.W.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20037		

OP \$40.00 3164654

NAME OF SUBMITTER:	Leigh Ann Lindquist
Signature:	/leigh ann lindquist/
Date:	12/29/2010
Total Attachments: 5 source=D2652 assgnmnt doc#page1.tif source=D2652 assgnmnt doc#page2.tif source=D2652 assgnmnt doc#page3.tif source=D2652 assgnmnt doc#page4.tif source=D2652 assgnmnt doc#page5.tif	

ACTIVLINGUA LIMITED

and

PROMETHEAN LIMITED

TRADE MARK ASSIGNMENT

Page, White & Farrer

John Street

London WC1N 2BF

Ref: 310532

THIS AGREEMENT is made on the date of the last signature of this Agreement and is made

BETWEEN

- (1) **ACTIVLINGUA LIMITED** (company number 04932419), a company incorporated in the UK and having its address at TDS House, Lower Philips Road, Whitebirk Industrial Estate, Blackburn, Lancashire, BB1 5TH (**'Assignor'**).
- (2) **PROMETHEAN LIMITED** (company number 01308938), a company incorporated in the UK and having its registered office address at Promethean House, Lower Philips Road, Whitebirk Industrial Estate, Blackburn, Lancashire, BB1 5TH (**'Assignee'**).

INTRODUCTION:

- (A) The Assignor is the proprietor of the trade marks listed in the Schedule (**'Trade Marks'**).
- (B) The Assignor has agreed to assign all its rights in and to the Trade Marks to the Assignee on the terms set out below.

AGREED TERMS

1. Assignment

In consideration of the sum of £1 paid by the Assignee to the Assignor (receipt of which the Assignor hereby acknowledges), the Assignor hereby assigns to the Assignee absolutely the Trade Marks and all and any rights, title and interest in and to the Trade Marks and all the rights, powers, liberties and immunities attaching to the Trade Marks, free from all liens, charges and encumbrances, including without limitation any and all common law rights in, and all the goodwill attaching to, the Trade Marks.

2. Proceedings

This assignment includes the right for the Assignee to bring proceedings against any third party in respect of the Trade Marks (including proceedings against any third party for infringement of the Trade Marks or for passing off or for otherwise infringing the rights of the Assignor in the Trade Marks whether before the date of this assignment or otherwise).

3. Further Assurance

The Assignor agrees where reasonably required by the Assignee and at the Assignee's cost, to execute such deeds or documents and do such acts or things as may be reasonably necessary to give effect to this assignment.

4. Law and Jurisdiction

This Agreement will be governed by the law in force from time to time in England and Wales and the parties consent to the non-exclusive jurisdiction of the Courts of England and Wales.

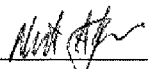
SCHEDULE

TRADE MARKS

Country	Mark	No	Classes
US	ACTIVLINGUA	US Registration No. 3164654	9,16 and 41
EU	ACTIVLINGUA	CTM Registration No. 4028593	9, 16 and 41

AGREED by the parties through their authorised signatories:

For and on behalf of
ACTIVLINGUA LIMITED



signed

NEIL JOHNSON

print name

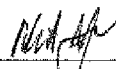
CFO

job title

17/12/10

date

For and on behalf of
PROMETHEAN LIMITED



signed

NEIL JOHNSON

print name

CFO

job title

17/12/2010

date