

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
SMARTERVILLE IP, LLC		09/15/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Sunburst Digital Inc.
Street Address:	1550 Executive Drive
City:	Elgin
State/Country:	ILLINOIS
Postal Code:	60123
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	1294008	SUNBURST COMMUNICATIONS
Registration Number:	1476611	SUNBURST COMMUNICATIONS
Registration Number:	1518428	EDUCATIONAL RESOURCES
Registration Number:	1914686	THE FACTORY
Registration Number:	2233699	WEB WORKSHOP
Registration Number:	2794356	SUNBURST
Registration Number:	2906463	SUNBURST
Registration Number:	3226569	WRITEBRAIN
Registration Number:	3277081	WRITEBRAIN
Registration Number:	3520258	TYPE TO LEARN
Registration Number:	3543568	A TO ZAP!
Registration Number:	3660469	TYPE TO LEARN 4 AGENTS OF INFORMATION

CORRESPONDENCE DATA

CH \$315.00 1294008

Fax Number: 2124684888

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-468-4800

Email: mluria@dglaw.com, awinter@dglaw.com, jharris@dglaw.com,
tsuhay@dglaw.com

Correspondent Name: Mary M. Luria, Davis & Gilbert LLP

Address Line 1: 1740 Broadway

Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	09901-0001-004 (ASSN-JH)
NAME OF SUBMITTER:	Mary M. Luria
Signature:	/Mary M. Luria/
Date:	06/05/2012

Total Attachments: 4

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EXHIBIT D
BILL OF SALE

Smarterville Educational, LLC ("Educational") and Smarterville IP, LLC ("IP" collectively, with Educational, "Seller"), in consideration of Ten and No/100 dollars (\$10.00), the receipt and sufficiency of which is hereby acknowledged, do hereby sell, assign, transfer and set over to Sunburst Digital Inc. ("Buyer") all of their right title and interest (if any) in and to the personal property identified in Exhibit 1 hereto, which are also referred to in that certain asset purchase agreement by and between Seller and Buyer and dated September 15, 2011 as the Sale Assets.

In accepting this Bill of Sale, Buyer acknowledges that the Sale Assets are being sold, assigned, transferred and set over to Buyer with no representation or warranty as to the condition of the Sale Assets which may be included in the Sale Assets and that EXCEPT AS EXPRESSLY PROVIDED IN SECTION 5 OF THE AGREEMENT FOR THE PURCHASE AND SALES OF ASSETS, SELLER MAKES NO REPRESENTATION OR WARRANTY CONCERNING THE SALE ASSETS, AND DISCLAIMS ALL EXPRESS AND IMPLIED WARRANTIES, INCLUDING BUT NOT LIMITED TO ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE.

IN WITNESS WHEREOF, Sellers have executed this Bill of Sale on the 15th day of September, 2011.

SELLER:

Smarterville Educational, LLC

By:

Shoshana Vernick
Shoshana Vernick, its Authorized Agent

Smarterville IP, LLC

By:

Shoshana Vernick
Shoshana Vernick, its Authorized Agent



SV

EXHIBIT 1 TO BILL OF SALE

Collectively all tangible property, including but not limited to, furniture, fixtures, computer hardware, equipment and inventory, and all intangible property including, but not limited to, all intellectual property including without limitation copyrights, trademarks (common and registered), trade names, service marks, service names, licenses, patents, permits, websites, domain names, proprietary information, technical information and data, machinery and equipment warranties, and other similar intangible property rights and interests, computer software, telephone numbers and telephone listings, trade accounts receivable, promissory notes, all causes of action related to the Sale Assets, contingent and unliquidated claims, counterclaims and rights to setoff claims related to the Sales Assets, customer lists, goodwill and other intangible property related to the Seller; but specifically excluding: (i) cash; (ii) causes of action not related to the Sale Assets; (iii) deposits.

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EXHIBIT 1 - U.S. TRADEMARKS

TRADEMARK	REG. NO.	REG. DATE	RENEWAL DUE / EXP. DATE	CURRENT OWNER
SUNBURST COMMUNICATIONS and Design	1,294,008	September 11, 1984	Sept. 11, 2014	Smarterville IP, LLC
SUNBURST COMMUNICATIONS and Design	1,476,611	February 16, 1988	Feb. 16, 2018	Smarterville IP, LLC
EDUCATIONAL RESOURCES and Design	1,518,428	December 27, 1988	Dec. 27, 2018	Smarterville IP, LLC
THE FACTORY	1,914,686	August 29, 1995	Aug. 29, 2015	Smarterville IP, LLC
WEB WORKSHOP	2,233,699	March 23, 1999	Mar. 23, 2009	Smarterville IP, LLC
SUNBURST	2,794,356	December 16, 2003	Dec. 16 2013	Smarterville IP, LLC
SUNBURST and Design	2,906,463	November 30, 2004	Nov. 30, 2014	Smarterville IP, LLC
WRITEBRAIN	3,226,569	April 10, 2007	Apr. 10, 2017	Smarterville IP, LLC
WRITEBRAIN	3,277,081	August 7, 2007	Aug. 7, 2017	Smarterville IP, LLC
TYPE TO LEARN	3,520,258	October 21, 2008	Oct. 21, 2018	Smarterville IP, LLC
A TO ZAP!	3,543,568	December 9, 2008	Dec. 9, 2018	Smarterville IP, LLC
TTTYPE TO LEARN 4 AGENTS OF INFORMATION	3,660,469	July 28, 2009	July 28, 2019	Smarterville IP, LLC

FOREIGN REGISTRATIONS IN THE NAME OF SMARTERVILLE IP, LLC

COUNTRY	TRADEMARK	REG. NO.	REG. OR FILING DATE	STATUS	OWNER
Canada	TYPE TO LEARN	TMA794,805	April 6, 2011	Active – Renewal due April 6, 2026	Smarterville IP, LLC
European Community Trademark	TYPE TO LEARN 4 AGENTS OF INFORMATION	007451834	July 21, 2009	Active – Renewal due December 09, 2018	Smarterville IP, LLC
Canada	TYPE TO LEARN 4 AGENTS OF INFORMATION & DESIGN	TMA799,705	June 10, 2011	Active – Renewal due June 10, 2026	Smarterville IP, LLC
Community Trademark	Type to Learn	7451917	Aug. 20, 2009	Renewal due Dec. 9, 2018	Missing doc.

FOREIGN REGISTRATIONS IN THE NAME OF SMARTERVILLE PRODUCTIONS, LLC

COUNTRY	TRADEMARK	REG. NO.	REG. OR FILING DATE	STATUS	OWNER
Canada	1-800-ABCDEF	TMA495046	Jan. 18, 2011	Active – Renewal due	Smarterville Productions, LLC