

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	10/31/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Digital River, Inc.		10/01/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JourneyEd.com, Inc.
Street Address:	5212 Tennyson Parkway, Suite 130
City:	Plano
State/Country:	TEXAS
Postal Code:	75024
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2515893	ACADEMIC SUPERSTORE
Registration Number:	3103889	ACADEMIC SUPERSTORE
Registration Number:	2473254	GRADWARE
Registration Number:	2038957	CCV
Registration Number:	2107998	WE PLUG YOU INTO THE WORLD OF LEARNING!
Registration Number:	2078747	JOURNEY EDUCATION MARKETING
Registration Number:	3265936	CREATIVE CAST
Serial Number:	86014007	CREATIVE CAST
Registration Number:	3175396	VERICLICK
Registration Number:	3482121	STUDENTS SAVE. OTHERS DON'T.
Registration Number:	3734228	JOURNEYED

CORRESPONDENCE DATA

Fax Number: 9724812100

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

Phone: 8008763507

Email: glamkin@journeyed.com

Correspondent Name: Gregory Lamkin

Address Line 1: 5212 Tennyson Parkway Suite 130

Address Line 4: Plano, TEXAS 75024

NAME OF SUBMITTER:	Lynn Marie Holly
Signature:	/Lynn Marie Holly/
Date:	11/08/2013
Total Attachments: 2 source=20131031_DRES_TM_Registered_and_Pending#page1.tif source=20131031_DRES_TM_Registered_and_Pending#page2.tif	

ASSIGNMENT

Digital River, Inc., a Delaware corporation ("DR"), with executive offices located at 10380 Bren Road West, Minnetonka, MN 55343, entered into a stock purchase agreement (the "Agreement") with Gregory Lamkin and Timothy Lilly ("Buyers") for the purchase of the stock of Digital River Education Services, Inc. ("DRES"), a wholly owned subsidiary of Digital River, Inc. The Agreement had an effective date of October 1, 2013. Buyers subsequently formed JourneyEd.com, Inc. ("JourneyEd"), a Texas corporation having a place of business at 5212 Tennyson Pkwy. Ste. 130, Plano, TX 75024 to merge with DRES.

The assets on Attachment A relate to the DRES business. Therefore, Digital River, Inc. hereby irrevocably assigns to JourneyEd.com, Inc., *nunc pro tunc*, effective October 1, 2013, the entire worldwide right, title and interest in the U.S. and foreign trademark and service mark applications (collectively the "Marks") identified as:


See Attachment A

Such right, title and interest in the Marks, includes, without limitation:

- (i) the rights and privileges based on usage of the Marks, together with the good will of the business symbolized by the Marks, and any registrations that may be granted in the United States or any other jurisdiction, including any logo or design incorporating or using any of the words or designs comprising the Mark;
- (ii) the rights to file applications for registration, to be granted registrations, and to claim priority rights to any previously filed applications or registrations for the Trademarks in all jurisdictions;
- (iii) the rights to income, royalties, damages, and payments now or hereafter due or payable for the use of any of the Marks; and
- (iv) the right to sue, counterclaim, and recover for applicable past, present and future infringement of any of the Marks.

Digital River, Inc., on behalf of itself, its successors, assigns, or other legal representatives, covenants and agrees to execute, without additional consideration, but at the expense of JourneyEd.com, Inc., such further documents deemed necessary by JourneyEd.com, Inc. to secure, protect, enforce, and record such Marks in any and all jurisdictions.

10/31/13
Date



Kevin Crudden
Sr. Vice President and Corporate Counsel
Digital River, Inc.

Attachment A

Full Mark	Country	Application Number	Application Date	Registration Number
ACADEMIC SUPERSTORE	US	75/908,416	2/2/2000	2515893
ACADEMIC SUPERSTORE	US	78/659,490	6/28/2005	3103889
GRADWARE	US	75/937,396	3/6/2000	2473254
CCV	US	75/080,658	3/29/1996	2038957
WE PLUG YOU INTO THE WORLD OF LEARNING!	US	75/134,105	7/15/1996	2107998
JOURNEY EDUCATION MARKETING	US	75/058,832	2/16/1996	2078747
CREATIVE CAST	US	78/597,083	3/29/2005	3265936
CREATIVE CAST	US	86/014,007	7/18/2013	Pending
VERICLICK	US	78/624,866	5/6/2005	3175396
STUDENTS SAVE. OTHERS DON'T	US	78/624,893	5/6/2005	3482121
JOURNEYED	US	77/760,627	6/16/2009	3734228