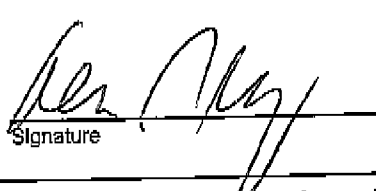
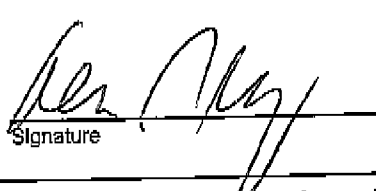
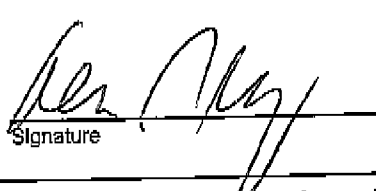


# RECORDATION FORM COVER SHEET PATENTS ONLY

Commissioner for Patents: Please record the attached original document(s) or copy(ies).

1. Name of conveying party(ies): <b>Mark S. Dionne</b> Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies): <b>Kurzweil Educational Systems, Inc.</b> <b>100 Crosby Drive</b> <b>Bedford, MA 01730</b>  Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:  Execution Date: <b>September 30, 2005</b>				
4. Application number(s) or patent number(s): If this document is being filed with a new application, the execution date of the application is: A. Patent Application No(s).: <b>11/205,480</b> B. Patent No(s).:  Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
5. Name/address of party to whom correspondence concerning document should be mailed:  <b>DENIS G. MALONEY</b> <b>Fish &amp; Richardson P.C.</b> <b>225 Franklin Street</b> <b>Boston, MA 02110</b>	6. Total number of applications/patents involved: <b>1</b>  7. Total fee (37 CFR §3.41): <b>\$40</b> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to charge Deposit Account.  8. Deposit Account No.: <b>06-1050</b> Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.			
<b>DO NOT USE THIS SPACE</b>				
9. Statement and Signature: <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i>  <table border="0" style="width: 100%;"> <tr> <td style="width: 30%; vertical-align: bottom;"> <b>Denis G. Maloney</b>  <b>Req. No. 29,670</b>            Name of Person Signing         </td> <td style="width: 30%; text-align: center; vertical-align: bottom;">             Signature         </td> <td style="width: 30%; text-align: right; vertical-align: bottom;"> <b>10/5/05</b>            Date         </td> </tr> </table> <p style="text-align: right;">Total number of pages including coversheet, attachments and document: <b>2</b></p>		<b>Denis G. Maloney</b> <b>Req. No. 29,670</b> Name of Person Signing	 Signature	<b>10/5/05</b> Date
<b>Denis G. Maloney</b> <b>Req. No. 29,670</b> Name of Person Signing	 Signature	<b>10/5/05</b> Date		

CH \$40.00 061050 11205480

21148543.doc

### CERTIFICATE OF TRANSMISSION BY FACSIMILE

I hereby certify that this correspondence is being transmitted by facsimile to the Patent and Trademark Office on the date indicated below.

<u>October 5, 2005</u> Date of Transmission	 Signature	<u>Marie Collins</u> Typed Name of Person Signing Certificate
--	---	--

ASSIGNMENT

For valuable consideration, I, Mark S. Dionne, of 199 Jackson Street, Newton, MA 02459; hereby assign to Kurzweil Educational Systems, Inc., a corporation of Delaware, having a place of business at 100 Crosby Drive, Bedford, MA 01730, and its successors and assigns (collectively hereinafter called "the Assignee"), the entire right, title and interest throughout the world in the inventions and improvements which are subject of an application for United States Patent signed by me, entitled TAGS FOR UNLOCKING DIGITAL CONTENT, filed August 17, 2005, and assigned U.S. Serial Number 11/205,480, this assignment including said application, any and all United States and foreign patents, utility models, and design registrations granted for any of said inventions or improvements, and the right to claim priority based on the filing date of said application under the International Convention for the Protection of Industrial Property, the Patent Cooperation Treaty, the European Patent Convention, and all other treaties of like purposes; and I authorize the Assignee to apply in all countries in my name or in its own name for patents, utility models, design registrations and like rights of exclusion and for inventors' certificates for said inventions and improvements; and I agree for me and my respective heirs, legal representatives and assigns, without further compensation to perform such lawful acts and to sign such further applications, assignments, Preliminary Statements and other lawful documents as the Assignee may reasonably request to effectuate fully this assignment.

  
MARK S. DIONNE

9/30/05  
DATE

21148092.doc