

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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TM05/REV03

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Docket No.:

49004.0003

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1 Name of conveying party(ies):
Digital Learning Interactive, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Delaware**
 Other _____

Additional names(s) of conveying party(ies) Yes No

2 Name and address of receiving party(ies):

Name: **Thomson Learning, Inc.**

Internal Address: _____

Street Address: **10 Davis Drive**

City: **Belmont** State: **CA** ZIP: **94002**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **July 29, 2003**

4. Application number(s) or registration numbers(s):

A. Trademark Application No (s)

76/069,909 76/098,968
76/069,902
76/074,102

Additional numbers Yes No

B. Trademark Registration No (s)

2,425,343
2,110,885

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Kelly L. Williams**

Internal Address: **Edwards & Angell LLP**

Street Address: **P.O. Box 9169**

City: **Boston** State: **MA** ZIP: **02209**

6. Total number of applications and registrations involved:..... **6**

7 Total fee (37 CFR 3.41): \$ **\$165.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

50-0402

DO NOT USE THIS SPACE

9. Statement and signature.
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.

Kelly L. Williams, Esq.
Name of Person Signing
700038382

Kelly L. Williams
Signature
TRADEMARK
2003

REEL: 002692 FRAME: 0926

CH \$165.00 500402 76069909

Execution Copy

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made as of this 29 day of July, 2003.

WHEREAS, Digital Learning Interactive, Inc., a Delaware corporation ("*Assignor*"), having its office at 10 Cabot Road, Medford, Massachusetts 02155, has adopted, acquired, used and are or were using exclusively in their business the trademarks listed on Schedule 1; and

WHEREAS, Thomson Learning, Inc., a Delaware corporation ("*Assignee*"), having an address at 10 Davis Drive, Belmont, CA 94002, is desirous of acquiring all right, title and interest in and to said trademarks and all goodwill attendant therewith;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Assignee, its successors and assigns all of its right, title and interest in and to the trademarks listed on Schedule 1, together with all the goodwill of the business symbolized by said marks, and together with the right to sue and collect damages and/or profits for past infringements of said marks, the intent hereof being to substitute Assignee in the place of Assignor. Assignee is a successor to the business of the Assignee, or portion thereof, to which the trademarks listed on Schedule 1 pertain.

ASSIGNOR:

DIGITAL LEARNING INTERACTIVE, INC.

By: Robert V. Fisher
Robert V. Fisher
Chief Executive Officer

STATE OF Massachusetts }
COUNTY OF Suffolk } ss

On this 29 day of July, 2003, before me personally appeared Robert V. Fisher, to me personally known or having proved his identity to my satisfaction, who duly executed the foregoing instrument being duly authorized to do so and that said individual acknowledged said instrument to be his free act and deed.

[Signature]
Notary Public

My Commission Expires: 7/9/09

Schedule A
List of Trademarks

Registered:

Mark	Country	Serial/Reg. No. Filing/Reg. Date	Goods/Services	Status/Comments
e-TAS	United States of America	2425343 January 30, 2001	Text editing and word processing software for customizing and editing textbooks, in Class 09.	Registered; Declaration of Continued Use due between January 30, 2006 and January 30, 2007 ; Renewal due 1/30/11.
ILRN	Australia	862544 January 10, 2001	Educational services, namely, providing educational content and educational database services via a global computer network, in Class 41.	Registered; Renewal due January 10, 2011 .
ILRN	European Community	002031821 January 9, 2001	Educational Services, namely, providing educational content and educational database services via a global computer network, in Class 41.	Registered; Renewal due January 9, 2011 .
DLG DIGITAL LEARNING GROUP	United States of America	2110885 November 4, 1997	Educational services, namely, conducting university-level courses disseminated over global computer networks and other electronic media, in Class 41.	Registered; Declaration of Continued Use due between November 4, 2002 and November 4, 2003 . Renewal due November 4, 2007.

Pending:

Mark	Country	Serial/Reg. No. Filing/Reg. Date	Goods/Services	Status/Upcoming Deadlines
DIGITALLEARNING INTERACTIVE KNOWLEDGE UNBOUND Plus Computer	United States of America	76/069,909 June 14, 2000	Providing educational materials for customization or editing via global computer network and other electronic media, in Class 41.	Statement of Use or Extension of Time Request due February 20, 2003.
DIGITALLEARNING INTERACTIVE Plus Computer Design	United States of America	76/069,902 June 14, 2000	Providing education materials for customization or editing via a global computer network and other electronic media, in Class 41.	Statement of Use or Extension of Time Request due March 17, 2003.
KNOWLEDGE UNBOUND	United States of America	76/074,102 June 21, 2000	Book and text publishing; electronic text publishing, namely, publishing of text and graphic works others on CD-ROM and via a global computer network, providing an on-line computer database in the field of education, in Class 42.	Statement of Use or Extension of Time Request due June 11, 2003.

Mark	Country	Serial/Reg. No. Filing/Reg. Date	Goods/Services	Status/Upcoming Deadlines
ILRN	United States of America	76/098,968 July 28, 2000	Educational services, namely, providing to higher education instructors and students college curricula enrichment, textbooks, reference material, original content, and publications that are interactive and customizable primarily in the fields of World History, Western Civilization, American History, French, Literature and Studies, Art History and Appreciation and incidental links in connection therewith; electronic publishing services, namely, publication of text and graphic works of others via the internet and on CD-ROMs in the field of education; educational services, namely, providing to higher education instructors and students on-line interactive course enrichment and course management information, in Class 41.	Statement of Use or Extension of Time Request due July 9, 2003 .

Edwards & Angell LLP

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Kelly L. Williams
Admitted in Maryland Only
203.353.6835
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kwilliams@EdwardsAngell.com

July 30, 2003

VIA FACSIMILE: (703) 306-5995

Mail Stop Assignment Recordation Services
Director of the U.S. Patent & Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Re: U.S. Trademark Application Nos. 76/069,909; 76/069,902; 76/074,102;
76/098,968; and
U.S. Registration Nos. 2,425,343; and 2,110,885.
Thomson Learning, Inc.
Our Ref. No. 49004.0003

Dear Sirs:

Enclosed please find the following materials for recordation:

1. Recordation Cover Sheet; and
2. Trademark Assignment of U.S. Trademark Application Nos. 76/069,909; 76/069,902; 76/074,102; 76/098,968; and U.S. Registration Nos. 2,425,343; and 2,110,885, from Digital Learning Interactive, Inc. to Thomson Learning, Inc.
3. Schedule A

The director is hereby authorized to charge the \$165.00 recordation fee, or credit any overpayment, to deposit account number 50-0402.

If you have any questions, please feel free to contact us.

Sincerely,



Kelly L. Williams

KLW/vp
Enclosures

Edwards & Angell LLP

Three Stamford Plaza 301 Tresser Blvd. Stamford, CT 06901 203.975.7505 fax 203.975.7180
www.EdwardsAngell.com

Date : July 30, 2003

From : Kelly L. Williams, Esq. Fax : 888-325-1662 Direct : 203-353-6835

To : Assignment Recordation Services Fax : 703-306-5995 Direct :

Pages : 7

(including cover sheet)

If you received a partial delivery, please call Victoria Parker at 203-353-6816

Re : Please see attached.

Fax

Confidentiality Note : The documents accompanying this facsimile contain information from the law firm of Edwards & Angell, LLP, which may be confidential and/or privileged. The information is intended for the use of the individual or entity named on this transmission sheet. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution or the taking of any action in reliance on the contents of this facsimile is strictly prohibited, and that the documents should be returned to this firm immediately. If you have received this facsimile in error, please notify us by telephone immediately so that we can arrange for the return of the original documents to us at no cost to you.

TRADEMARK

RECORDED: 07/30/2003

REEL: 002692 FRAME: 0932