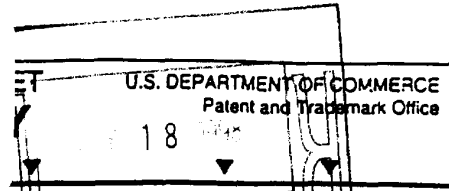


05-21-1998

FORM PTO-1594  
1-31-92  
MRO 5-18-98  
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Children's Television Workshop

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: Creative Classroom Publishing, LLC  
 Internal Address: \_\_\_\_\_  
 Street Address: 170 Fifth Avenue, 6th Floor  
 City: New York State: NY ZIP: 10010

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other New York Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from Assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: May 11, 1998

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark registration No.(s)  
 1455214

Additional numbers attached?  Yes  No

6. Total number of applications and registrations involved: ..... 1

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Alan S. Pearce, Esq.  
 Robinson Silverman Pearce Aronsohn & Berman LLP  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: 1290 Avenue of the Americas  
 \_\_\_\_\_  
 City: New York State: NY ZIP: 10104

7. Total fee (37 CFR 3.41):..... \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
 \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

05/19/1998  
01 FC:481

DCDATES 00000247 1455214                      DO NOT USE THIS SPACE  
 40.00 DP

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.*

NINA LINK                      Nina Link                      5/11/98  
 Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet: 3

## TRADEMARK ASSIGNMENT

Whereas, CHILDREN'S TELEVISION WORKSHOP, a New York not-for-profit corporation ("Assignor"), having offices and doing business at One Lincoln Plaza, New York, New York 10023, has adopted, used, is using and is the owner of the following trademark (the "Trademark") now registered in the United States Patent and Trademark Office: Creative Classroom Class 16, Registration Number 1455214, registered on September 1, 1987; and

Whereas, CREATIVE CLASSROOM PUBLISHING, LLC, a New York limited liability company ("Assignee"), having offices and doing business at 170 Fifth Avenue, Sixth Floor, New York, New York 10010, has agreed to acquire and assume and Assignor has agreed to contribute and assign the Trademark pursuant to the Asset Purchase Agreement, dated as of the date hereof, between Assignor and Assignee;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby contribute and assign unto Assignee all of its right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademark, and the registrations thereof, free and clear of all liens, security interests, claims, mortgages, charges and other encumbrances, for the use of and on behalf of Assignee and its successors, assigns or other legal representatives.

Assignor agrees to execute such additional documents as may be necessary to perfect Assignee's title to the Trademarks.

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IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed and delivered as of this 11<sup>th</sup> day of May, 1998.

CHILDREN'S TELEVISION WORKSHOP

By Nina Link  
Name: Nina Link  
Title: Senior Vice President.

State of New York            )  
                                          ) ss.:  
County of New York         )

On this 11<sup>th</sup> day of May, before me appeared Nina Link, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the identified corporation with authority to do so.

Daniel J. Victor  
Notary Public   DANIEL J. VICTOR  
NOTARY PUBLIC, State of New York  
No. 31-4820449  
Qualified in New York County  
Commission Expires April 30, 1999