

07-23-1998

Client Code: ABETWAY.028GEN

NUD 2-4-98



100736715

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

A Better Way of Learning, LLC

- Individual
- 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: A Better Way of Learning, Inc.

Internal Address:

Street Address: 150 Paularino Avenue, Suite 120

City: Costa Mesa State: CA ZIP: 92626

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

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) and address(es) attached?

Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)  
November 26, 1997

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

a. Trademark Application No(s):  
See Exhibit 1 (attached)

b. Trademark Registration No(s):

Additional numbers attached?  Yes  No

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

Name: Edward A. Schlatter  
KNOBBE, MARTENS, OLSON & BEAR, LLP  
Internal Address: Sixteenth Floor  
Street Address: 620 Newport Center Drive  
City: Newport Beach State: CA ZIP: 92660

7. Total fee (37 CFR 3.41): \$440.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 17

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.

Edward A. Schlatter  
Name of Person Signing

Signature

February 4, 1998  
Date

Total number of pages, including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

**EXHIBIT 1**

75/173694  
75/173510  
75/976591  
75/173508  
75/173509  
75/976592  
75/185957  
75/197431  
75/197463  
75/130754  
75/131118  
75/185900  
75/185901  
75/197465  
75/197464  
75/321397  
75/321599

## ASSIGNMENT OF TRADEMARKS

## RECITALS

A Better Way of Learning, LLC, a California limited liability company ("Assignor"), is the owner of the trademarks set forth in Exhibit A, including (but not limited to) the registrations and applications for registration set forth therein (the "Trademarks"), and including the good will associated therewith; and

A Better Way of Learning, Inc., a Delaware corporation ("Assignee") desires to acquire Assignor's entire right, title and interest in, to and under the Trademarks upon consummation of the merger of Assignor into Assignee on December 1, 1997.

## ASSIGNMENT

For good and valuable consideration, the receipt of which is hereby acknowledged by Assignor, Assignor hereby sells, assigns and transfers to Assignee, and Assignee's successors, legal representatives and assigns, effective as of December 1, 1997, all right, title and interest in, to and under the Trademarks, including all good will associated therewith, together with all claims for past infringement including injunction and damages, with the right to sue for and collect or enforce the same for its own use and behalf and for the use and behalf of its successors assigns or other legal representatives, and all rights under the international conventions including the right to claim priority.

Assignor hereby authorizes the Commissioner of Patents and Trademarks of the United States, and any official of any country or countries foreign to the United States whose duty it is to issue trademark registrations, to issue such registrations to Assignee, its successors, legal representatives and assigns in accordance with this Assignment.

TRADEMARK

REEL: 1730 FRAME: 0038

This Assignment is effective as of December 1, 1997.

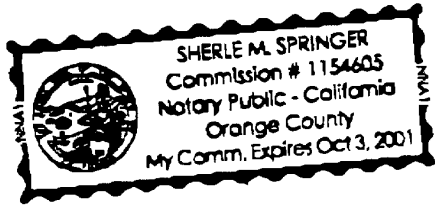
"ASSIGNOR"

A BETTER WAY OF LEARNING, a California limited liability company

By: [Signature]  
William Blair Armstrong  
President

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF ORANGE )

On NOVEMBER 20, 1997 before me, Sherie M. Springer Notary Public, personally appeared William Blair Armstrong, personally known to me (or proved to me on the basis of Satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his authorized signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.



[Signature]  
NOTARY PUBLIC

Q: Phonics:i287asnTM.doc

## EXHBIT A

Trademark RegistrationsUSA Registrations PendingGet a Clue

Class: 28  
App. No.: 75/173694  
Filed: September 30, 1996  
Status: Pending

Junior Phonics

Class: 28  
App. No.: 75/173510  
Filed: September 30, 1996  
Status: Pending

Junior Phonics

Class: 28  
App. No.:  
Filed: September 30, 1996  
Status: Pending

The Phonics Game

Class: 28  
App. No.: 75/173508  
Filed: September 30, 1996  
Status: Pending

18-Hour Phonics

Class: 28  
App. No.: 75/173509  
Filed: September 30, 1996  
Status: Pending

18-Hour Phonics

Class: 28  
App. No.:  
Filed: September 30, 1996  
Status: Pending

The Phonics Game Logo

Class: 9, 16, 28  
App. No.: 75/185957  
Filed: October 23, 1996  
Status: Pending

Design

Class: 9, 16, 28  
App. No.: 75/197431  
Filed: November 13, 1996  
Status: Pending

Detective Digit

Class: 9, 16, 28  
App. No.: 75/197463  
Filed: November 13, 1996  
Status: Pending

18-Hour Phonics

Class: 16  
App. No.: 75/130754  
Filed: July 8, 1996  
Status: Pending

The Phonics Game

Class: 16  
App. No.: 75/131118  
Filed: July 8, 1996  
Status: Pending

The Phonics Game

Class: 9, 16  
App. No.: 75/185900  
Filed: October 23, 1996  
Status: Pending

Get a Clue

Class: 9, 16  
App. No.: 75/185901  
Filed: October 23, 1996  
Status: Pending

O-Up: The Intelligence Game

Class: 28  
App. No.: 75/197465  
Filed: November 13, 1996  
Status: Pending

O-Up: The Intelligence Game

Class: 9,16  
App. No.: 75/197464  
Filed: November 13, 1996  
Status: Pending

Junior Phonics

Class: 9  
App. No.: 75/321397  
Filed: July 9, 1997  
Status: Pending

18-Hour Phonics

Class: 9  
App. No.: 75/321599  
Filed: July 9, 1997  
Status: Pending