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attached original documents or copy thereof.

To the Honorable Commissioner of F

1. Name of conveying party(ies):

Jostens Learning Corporation

- Individual(s)
- General Partnership
- Corporation-State Illinois
- Other

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

2. Name and address of receiving party(ies)

Name: JLC Learning Corporation

Internal Address:

Street Address: 9920 Pacific Heights Blvd.  
Suite 500  
City: San Diego State: CA ZIP: 92121-3712

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

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

3. Nature of conveyance: MRD 5-28-98

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

Execution Date: May 19, 1998

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

A. Trademark Application No.(s)

75/173,299 75/236,856  
75/295,449  
75/180,100  
75/291,051

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

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

Name: Mary B. Scott, Esq.

Internal Address: GRAY CARY WARE & FREIDENRICH

Street Address: 401 B Street, Suite 1700

City: San Diego State: CA ZIP: 92101-4297

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ \$165.00

Enclosed

Authorized to be charged to deposit account

For any fees not covered by enclosed check

8. Deposit account number:

07-1895

(Attach duplicate copy of this page if paying by deposit account)

05/29/1998 55MITH 0000010 1017025

DO NOT USE THIS SPACE

01 FC:481

02 FC:482

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.

Mary B. Scott  
Name of Person Signing

*Mary B Scott*  
Signature

May 26, 1998  
Date

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

ASSIGNMENT OF FEDERAL INTENT-TO-USE APPLICATIONS

WHEREAS, Jostens Learning Corporation ("Assignor"), an Illinois corporation, having a place of business at 9920 Pacific Heights Boulevard, Suite 500, San Diego, California 92121-3712, intends to use the marks in the attached Schedule I in commerce and has filed the applications with the United States Patent and Trademark office under Section 1(b) of the Trademark Act, now assigned corresponding Serial Numbers as indicated in Schedule I, indicating that intention, but has not yet filed allegations of use under Sections 1(c) or 1(d) of the trademark Act, and

WHEREAS, Assignor is assigning the marks in the applications identified in Schedule I and substantially all of the business or the portion thereof to which the marks pertain, as required by 15 U.S.C. Section 1060; and

WHEREAS, JLC Learning Corporation ("Assignee"), an Illinois corporation, having a place of business at 9920 Pacific Heights Boulevard, Suite 500, San Diego, California 92121-3712, is desirous of acquiring said trademarks and the pending intent-to-use applications therefor;

NOW, THEREFOR, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in the United States in and to said trademarks and said applications therefor, together with the goodwill of the business symbolized by said trademarks.

Signed at San Diego, this 19<sup>th</sup> day of May, 1998.

Jostens Learning Corporation

Joyce F. Russell  
Signature  
Secretary of Jostens Learning  
Please print or type name and position - must be an officer

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN DIEGO )

On 5-19, 1998, before me, the undersigned Notary Public, personally appeared Joyce F. Russell,

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/she executed the same in his/her capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

(SEAL)



Sharon K. Rhodes

**SCHEDULE I**

**TRADEMARK**

**SERIAL NUMBER**

**COMPASS WORLDWARE  
FREQUENT LEARNER MILES  
INTERPRETOOLS  
NEXT LEVEL  
TOMORROW'S PROMISE**

75/173,299  
75/295,449  
75/180,100  
75/291,051  
75/236,856