

06-01-1998

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To the Honorable Commissione

100722624

he attached original documents or copy thereof.

1. Name of conveying party(ies):

Jostens Learning Corporation

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

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

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

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

Execution Date: May 19, 1998

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

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

A. Trademark Application No.(s)

2,084,423	1,712,302	2,029,755	1,990,919
2,014,451	2,054,029	1,956,376	1,633,030
B. Trademark Registration No.(s)			1,332,979
1,411,116	1,860,732	1,729,986	2,042,802
2,053,034	2,106,204	1,987,165	2,042,803
1,923,500	1,368,933	2,108,138	
1,396,585	2,050,313	918,463	

Additional numbers attached?  Yes  No

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: 23

7. Total fee (37 CFR 3.41).....\$ 615.00

- 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)

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.

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

05/29/1998 55N11H 00000100 1000400  
01 FC:481  
02 FC:482  
05/29/1998 55N11H 00000100 1000400  
Name/Number: 2067740  
\$25

ASSIGNMENT OF FEDERAL REGISTERED TRADEMARKS

WHEREAS, Jostens Learning Corporation, an Illinois corporation, having a place of business at 9920 Pacific Heights Boulevard, Suite 500, San Diego, California 92121-3712, is the owner of the trademark registrations indicated in the attached Schedule I in the United States Patent and Trademark Office on the dates indicated in Schedule I and assigned Registration Numbers as indicated in Schedule I;

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 registered trademarks;

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

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

Jostens Learning Corporation

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

STATE OF California )  
  ) SS.  
COUNTY OF San Diego )

On May 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 executed the same in his authorized 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.

WITNESS my hand and official seal.



Sharon K. Rhodes

(SEAL)

SD1185625  
101123-900000

**SCHEDULE I****TRADEMARK REGISTRATION****REGISTRATION NUMBER**

<b>A+DVANTAGE WORLDWARE</b>	2,084,423
<b>ACTIONMATH (stylized)</b>	2,014,451
<b>BRICK BY BRICK</b>	1,411,116
<b>COMPASS</b>	2,053,034
<b>CUENTOS DE COQUI (stylized)</b>	1,923,500
<b>Design of Boy with Wagon</b>	1,396,585
<b>Design of Tree</b>	1,712,302
<b>DRAGON TALES</b>	2,054,029
<b>FIRST CONNECTIONS</b>	1,860,732
<b>IDEA SHAPER</b>	2,106,204
<b>IL Design</b>	1,368,933
<b>JCAT</b>	2,050,313
<b>NUMBER WORKSHOP</b>	2,029,755
<b>ONENET</b>	1,956,376
<b>PARTNERSHIPS. RESOURCES. RESULTS.</b>	1,729,986
<b>SHAPE STUDIO</b>	1,987,165
<b>STORYBOOK MAKER</b>	2,108,138
<b>SYSTEM80</b>	918,463
<b>TEACHER TO TEACHER CONNECTION</b>	1,990,919
<b>THC</b>	1,633,030
<b>UFONIC</b>	1,332,979
<b>WORDS ON WINGS</b>	2,042,802
<b>WRITE TIME</b>	2,042,803

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