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TO THE HONORABLE COMMISSIC thereof.

Please record the attached original documents or copy

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

Amelia Walsh, surviving spouse of John C. Walsh, deceased

- (x) Individual
() Association
() General Partnership
() Limited Partnership
() Corporation - State
() Other:

U.S. Patent & TMOs/TM Mail Rcpt Dt. #67



08-10-1998

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

8-10-98

2. Name and address of receiving party(ies):

Name: Touchphonics Reading Systems, LLC

Internal Address:

Street Address: 4900 Birch Street

City: Newport Beach State: CA ZIP: 92660

- () Individual(s) citizenship:
() Association:
() General Partnership:
() Limited Partnership:
() Corporation - State:
(x) Other: California limited liability corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: () Yes (X) No

(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached?

() Yes (X) No

3. Nature of conveyance:

- (x) 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) August 4, 1998

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

a. Trademark Application No(s):

b. Trademark Registration No(s):

1,863,200

Additional numbers attached? () Yes (X) No

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

Name: Diane M. Reed
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): \$40

- (X) Enclosed
(X) 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: 1

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.

Diane M. Reed
Name of Person Signing

[Signature]
Signature

8/5/98
Date

Total number of pages, including cover sheet, attachments and document: 3

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

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

08/24/1998 JMWATKINS 00000032 106200 01 FC+M1

TRADEMARK ASSIGNMENT

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of the 4th day of August, 1998, by and between Amelia Walsh, an individual having a residence at 807 Marshall Street, Fort Collins, Colorado 80525 (hereinafter referred to as "ASSIGNOR"), and Touchphonics Reading Systems, LLC, a California limited liability corporation having a place of business at 4900 Birch Street, Newport Beach, California 92660 (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used, is using, and is, to the best of her knowledge and belief, the owner of the trademark SOFT TOUCH FONICS and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademark") worldwide;

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademark and has not abandoned the same;

WHEREAS, ASSIGNOR is the owner of Federal Trademark Registration No. 1,863,200 for the Trademark (hereinafter collectively referred to as the "Registration");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Trademark and the Registration worldwide; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademark and the Registration worldwide;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns and sells to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademark and the Registration, together with the goodwill symbolized by said Trademark, concurrent with the transfer of certain tangible assets as indicia of said goodwill.

Executed this 4 day of Aug, 1998.

Amelia J Walsh
Amelia Walsh

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