

FORM PTO-1594 (Rev. 6-93) OMB No. 0851-0011 (exp. 4/94)

RECORDATION FORM COVER TRADEMARKS

12-16-1998

COMMERCE mark Office



100926002

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

T/Maker Company

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

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

3. Nature of conveyance:

MRO

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

Execution Date: November 24, 1998

2. Name and address of receiving party(ies)

Name: Learning Company Properties Inc.

Internal Address:

Street Address: One Athenaeum Street

City: Cambridge State: MA ZIP: 02142

- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

See attached

B. Trademark Registration No.(s)

See attached

Additional numbers attached? Yes No

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

Name: Allyn Taylor, Esq.

Internal Address: Gray Cary Ware & Freidenrich

Street Address: 400 Hamilton Avenue

City: Palo Alto State: CA ZIP: 94301-1625

12/15/1998 BNGUYEN 00000005 071907 1675053

6. Total number of applications and registrations involved:

21

7. Total fee (37 CFR 3.41): \$ 540.00

- Enclosed, Authorized to be charged to deposit account

Deduct additional fees from deposit account if any

B. Deposit account number: 07-1907

Gray Cary Ware & Freidenrich

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

DO NOT USE THIS SPACE

01 FC:481 40.00 CH 02 FC:482 500.00 CH

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.

Michele Vespa

Name of Person Signing

Signature

Signature

December 1, 1998

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 1826 FRAME: 0608

SCHEDULE A

REGISTERED:

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Clickart	1,675,053	2/11/92
Clickart	1,316,792	1/29/85
Clickart	1,316,941	1/29/85
Clickart Christian Images	1,911,169	8/15/95
Clickon	1,382,287	2/11/86
Clickon	1,382,187	2/11/86
Creative Fuel	2,014,387	11/ 5/96
Design Only (Clickart Logo)	1,811,983	12/21/93
Design Only (Vroombooks and Logo)	1,873,183	1/10/95
Famous Magazine Cartoons	2,074,663	6/24/97
Interactivator	1,884,724	3/21/95
Vroombooks	1,935,027	11/14/95
Vroombooks	1,939,364	12/ 5/95
Smart Gallery	1,940,755	12/12/95
Smartbundle	1,700,491	7/14/92
Smartbundle	1,694,095	6/16/92
Stradiwackius	1,902,553	7/ 4/95
T/Maker	1,954,858	2/ 6/96
T/Maker	2,012,743	10/29/96
T/Maker	1,201,835	7/20/82
Clickart Logo	1,811,983	12/21/93

ASSIGNMENT OF TRADEMARKS

WHEREAS T/MAKER COMPANY ("Assignor"), a California corporation whose address is 1390 Villa St., Mountain, CA 94041, has adopted and is using the trademarks shown in Schedule A hereto in its business;

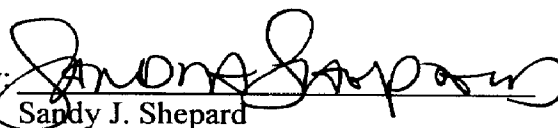
AND WHEREAS LEARNING COMPANY PROPERTIES INC. ("Assignee"), a Delaware corporation with offices at One Athenaeum Street, Cambridge, Massachusetts 02142, has acquired from Assignor certain assets and property used in Assignor's business and is desirous of acquiring the trademarks shown in Schedule A hereto and any other trademarks, service marks, trade names, and trade dress used in such business (collectively, the "Trademarks"), the registrations and applications for registration of the Trademarks shown in Schedule A and any other registrations and applications for registration of the Trademarks, and the goodwill of the business symbolized by the Trademarks.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the registrations of the Trademarks shown in Schedule A, any other registrations and applications for registration of the Trademarks and the goodwill of the business symbolized by the Trademarks.

T/MAKER COMPANY

Date: November 24, 1998

By:


Sandy J. Shepard
Assistant Secretary

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