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To the Honorable Commissioner of Patents and Trademarks

ed original documents or copy thereof.

1. Name of conveying party(ies):
Pages Book Fairs, Inc., located at 801 94th Avenue North, Suite 100, St. Petersburg, FL 33702-2426 (formerly known as School Book Fairs, Inc., formerly known as SBF Services, Inc.)

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

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

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

Internal Address: _____

Street Address: 555 Broadway

City: New York State: NY ZIP: 10012

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- 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

3. Nature of conveyance:

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

Execution Date: June 25, 1998

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

A. Trademark Application No.(s)

Please see attached Schedule A

B. Trademark Registration No.(s)

Please see attached Schedule B

Additional numbers attached? Yes No

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

Name: S. David Behin

Internal Address: Frankfurt Garbus Klein & Selz

12/21/1998 JSHABAZZ 00000002 061839 1987193

01 FC:481 40.00 CH
02 FC:482 475.00 CH

Street Address: 488 Madison Avenue, 9th Floor

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41).....\$ 515.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

06-1839

(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.

S. David Behin

Name of Person Signing

Signature

9/14/98

Date

6

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

SCHEDULE A

Application Serial Nos. to be assigned:

- 1) 75/339,116
- 2) 75/339,117
- 3) 75/339,118
- 4) 75/368,657
- 5) 75/368,796
- 6) 75/384,063
- 7) 75/388,425

SCHEDULE B

Trademark Registration Nos. to be assigned:

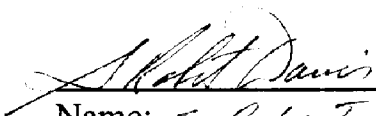
- 1) 1,987,193
- 2) 2,062,318
- 3) 2,024,037
- 4) 2,064,128
- 5) 2,114,341
- 6) 2,040,256
- 7) 1,293,155
- 8) 1,407,207
- 9) 1,272,235
- 10) 1,290,414
- 11) 1,651,837
- 12) 1,692,941
- 13) 1,787,006

TRADEMARK ASSIGNMENT

For good and valuable consideration of One Dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Pages Book Fairs, Inc., a corporation organized and existing under the laws of the State of Florida having its principal place of business at 801 94th Avenue North, Suite 100, St. Petersburg, Florida 33702-2426 (formerly known as School Book Fairs, Inc., formerly known as SBF Services, Inc.) (the "Assignor"), does hereby sell, assign and transfer to Scholastic Inc., a corporation organized and existing under the laws of the State of New York having its principal place business at 555 Broadway, New York, New York 10012 (the "Assignee"), its successors and assigns, the entire right, title and interest of Assignor in and to all of the trademarks, trade names, service marks, fictitious business names and logos whether or not registered or having a pending application for registration, and all goodwill related thereto, including, without limitation, all registered trademarks and common law trademarks, and all rights of Assignor, including common law rights in such trademarks, trade names, service marks, fictitious business names and logos that: 1) are used in connection with the school book fair business in the United States consisting of distributing and selling books and other products to teachers, students and parents through book fairs (including case fairs and box fairs) that are held or sponsored by schools or other educational organizations or institutions and other businesses; 2) contain the word PAGES used in connection with Pages Publishing Group, Pages Library Services Inc., Assignor and/or any other wholly owned subsidiary of Assignor; and/or 3) are set forth in the attached Schedule of Trademark Applications and Registrations as set forth in that certain Asset Purchase Agreement dated as of June 25, 1998, (the "Agreement") by and among Assignee, Assignor and Assignor's parent corporation.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be signed by its duly authorized representative this 25th day of June, 1998.

PAGES BOOK FAIRS, INC.

By: 
Name: S. Robert Davis
Title: Chairman

State of New York)
) ss.:
County of New York)

On this 25th day of June ¹⁹⁹⁸ personally appeared before me J. Robert Davis, to me known and known to me to be the Chairman of Pages Book Fairs, Inc., the corporation that executed the foregoing instrument, and acknowledged that he executed the foregoing instrument on behalf of said corporation and pursuant to authority duly received.

Mark S. Seidenfeld
Signature

[SEAL]

Name:

Notary Public in and for said County and State

MARK S. SEIDENFELD
Notary Public, State of New York
No. 5008249
Commission Expires 2/16, 1999

SCHEDULE OF TRADEMARK APPLICATIONS AND REGISTRATIONS

<u>TRADEMARK</u>	<u>REG/AP.NO</u>
FREQUENT FAIR (stylized)	1,987,193
PAGES (& design)	2,062,318
KIDS ARE AUTHORS	2,024,037
KIDS ARE AUTHORS	2,064,128
PAGES BOOK FAIRS (& design)	2,114,341
GOOD BOOK PROGRAM (& design)	75-339116
BOOKS ON BREAK (& design)	75-339117
PAGES THE ORIGINAL SCHOOL BOOK FAIRS COMPANY (& design)	75-339118
PAGES DIRECT (& design)	75-368657
GOOD BOOKS FOR KIDS (stylized)	75-368796
PAGES PLUS (& design)	75-384063
GOOD BOOK PROGRAM BY PAGES (& design)	75-388425
PAGES BOOK FAIRS SHARING THE LOVE OF READING (& design)	2,040,256
SUNSHINE BOOK FAIRS (& design)	1,293,155
SCHOOL BOOK FAIRS, INC. (stylized)	1,407,207
CHILD READING A BOOK UNDER A TREE (design)	1,272,235
CHILD READING A BOOK (design)	1,290,414
SBF SHARE THE LOVE OF READING (& design)	1,651,837 (cancelled)
REALLY READING (& design)	1,692,941
STORYBOOK EXPRESS BOOK FAIRS	1,787,006
PAGES PUBLISHING GROUP (& design)	75-179672

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