

05-26-1999



To the Honorable Commissioner of Pat. 101013790 attached original documents or copy thereof.

1. Name of conveying party(ies):
EDMARK Corporation

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

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

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

Name: **S.B. Holdings, L.L.C.**

Internal Address: _____

Street Address: **P.O. Box 1547**

City: **Millersville** State: **MD** ZIP: **21108**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Maryland**
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **April 29, 1999**

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
2,009,522

Additional numbers attached? Yes No

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

Name: **Mikolean M. Longacre**

Internal Address: _____

Street Address: **1919 S. Eads Street, Suite 401**

City: **Arlington** State: **VA** ZIP: **22202**

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFR 3.41):.....\$ **\$160.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

05/26/1999 DCDATES 00000076 2009522

DO NOT USE THIS SPACE

05-06-1999
U.S. Patent & TMO/TM Mail Rcpt Dt. #11

01 FC:481 40.00 OP
02 FC:484 120.00 OP

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.

Mikolean M. Longacre _____ **May 6, 1999**
Name of Person Signing Signature Date

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

LONGACRE & WHITE
1919 South Eads Street
Suite 401
Arlington, VA 22202
Tel: 703-521-1827

U.S. TRADEMARK ASSIGNMENT

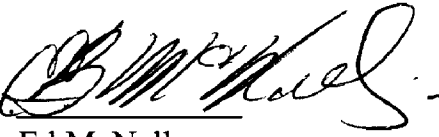
WHEREAS, Registrant EDMARK Corporation, is the rightful owner of U.S. Trademark Application Registration No. 2,009,522 for the mark STELLAR registered October 22, 1996.

WHEREAS, S.B. Holdings, L.L.C. is an organization duly organized and existing under the laws of Maryland and doing business at P.O. Box 1547, Millersville, Maryland 21108, is the successor in interest of all right, title and the business associated with said mark and is desirous of acquiring said mark and application thereof;

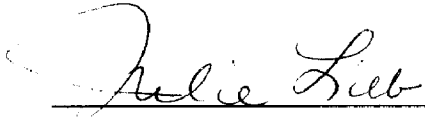
NOW, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said EDMARK Corporation does hereby assign unto said S.B. Holdings, L.L.C., all right, title and interest in and to the said mark, together with the goodwill of the business symbolized by the mark, and the above identified registration thereof;

I, Ed McNally as agent of the registrant am authorized to execute this assignment document and assign all right title and interest in the aforementioned mark ("STELLAR")

Date: 4-29-99

By: 
Ed McNally
President

The signatory above appeared before me on this date of 4-29 1999 and appeared to be Ed McNally the person who signed this instrument.



Notary public