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FORM P. 3-1594
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
Attorney Docket No: HURS220374

100996991

To the Honorable Assistant Commissioner for Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Claire Huking</p> <p><input checked="" type="checkbox"/> Individuals <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Barker Creek Publishing, Inc.</u> Address: <u>P.O. Box 2610</u></p> <p>City: <u>Poulsbo</u> State: <u>WA</u> ZIP: <u>98370</u></p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association Sta _____ <input type="checkbox"/> General Partnersl <input type="checkbox"/> Limited Partnersh <input checked="" type="checkbox"/> Corporation-State <u>State of Washington</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Memorandum of Assignment</u></p> <p>Execution date: <u>Feb. 19, 1999</u></p>	<p>4. Application number(s) or registration number(s): A. Trademark Application No(s). B. Trademark Registration No(s). <u>2,038,405</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed.</p> <p>Marcia S. Kelbon, Esq. CHRISTENSEN O'CONNOR JOHNSON & KINDNESS^{PLLC} 1420 Fifth Avenue Suite 2800 Seattle, WA 98101-2347 (206) 682-8100</p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41): \$ <u>40.00</u> Check No. 104047 in the amount of \$40.00 is enclosed.</p> <p>8. The Commissioner is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.</p>

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DO NOT USE THIS SPACE

FC948 Statement and signature: 40.00 DP

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.

Marcia S. Kelbon
Name of Attorney or Agent
Registration No. 34,358
Direct Dial (206) 695-1720

Signature

3/17/99
Date

Total number of pages including cover sheet, attachments and document: 2

OMB No. 0651-0011 (exp. 4/94)

I hereby certify that this correspondence is being deposited with the U.S. Postal Service in a sealed envelope as first class mail with postage thereon fully prepaid addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on March 17, 1999.

Date: March 17, 1999

Marcia Kelbon

MEMORANDUM OF ASSIGNMENT OF REGISTERED TRADEMARK

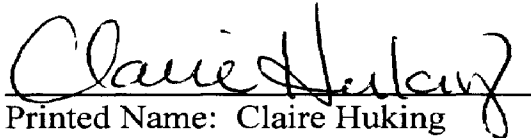
WHEREAS, Claire Huking (hereinafter the "ASSIGNOR"), has adopted and is using the trademark LEARNING MAGNETS which has been registered in the United States Patent and Trademark Office, Registration No. 2,038,405 dated February 18, 1997; and

WHEREAS, Barker Creek Publishing, Inc. (hereinafter the "ASSIGNEE") has acquired said mark and registration thereof by virtue of an assignment executed January 29, 1999;

NOW, THEREFORE, for sufficient, good, and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR confirms it has sold, assigned and transferred unto ASSIGNEE its entire right, title to and interest in said trademark and said registration, together with the goodwill of the business associated with the trademark.

Executed at Missoula (city), Montana (state), this 19th day of February, 1999.

LEARNING MAGNETS, INC.


Printed Name: Claire Huking
Title: Owner

STATE OF MONTANA)
) ss.
COUNTY OF _____)

On this _____ day of _____, 19____, personally appeared before me Claire Huking, to me known to be the individual named above who executed the within and foregoing instrument, and acknowledged that she signed the same as her free and voluntary act and deed, for the uses and purposes therein mentioned.

Notary Public
My commission expires _____

MSK:jl