

04-12-1999



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OVER SHEET ONLY

U.S. Department of Commerce Patent and Trademark Office

Attorney Docket No.: QTL-00700

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513



03-22-1999

U.S. Patent & TMO's/TM Mail Rcpt Dt. #22

Sir,

Please record the attached original documents or copy thereof.

53/22/99

<p>1. Name of conveying party(ies):</p> <p>X-tra Art. Inc. Box 1606 San Anselmo, CA 94960</p>	<p>2. Name and address of receiving party(ies):</p> <p>QTL Corporation, d/b/a discount School Supply 1353 Dayton Street Salinas, CA 93901</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: <u>May 29, 1998</u></p>	
<p>4. Application number(s) or Trademark number(s)</p> <p>A. Trademark Application No. (s)</p>	<p>B. Trademark Registration No. 1,412,843</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Jonathan O. Owens HAVERSTOCK & OWENS LLP 260 Sheridan Avenue, Suite 420 Palo Alto, California 94306</p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee(s) [37 CFR §§ 1.21(h) and 3.41]:</p> <p>A check(s) in the amount of \$40.00 is enclosed.</p>
<p>8. 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.</p> <p>Dated: <u>March 17, 1999</u></p> <p>Signature: <u><i>Jonathan O. Owens</i></u> Name: <u>Jonathan O. Owens</u> Reg. No.: <u>37,902</u></p> <p>Total number of pages including cover sheet, attachments, and document: <u>1</u></p>	

04/09/1999 DNGUYEN 00000207 1412843
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ASSIGNMENT

THIS ASSIGNMENT is executed this 29th day of May, 1998, by X-Tra Art, Inc., a California Corporation ("Assignor").

WITNESSETH

WHEREAS, Assignor has adopted and used the mark RAINBOW, which is registered in the United States Patent and Trademark Office, Registration No. 1,412,843, dated October 14, 1986 (the "Mark").

WHEREAS, QTL Corporation, d/b/a Discount School Supply, a California Corporation ("Assignee") is desirous of acquiring the Mark and the registration thereof.

NOW THEREFORE for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties, Assignor does hereby assign to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the above-identified registration thereof.

X-Tra Art, Inc.

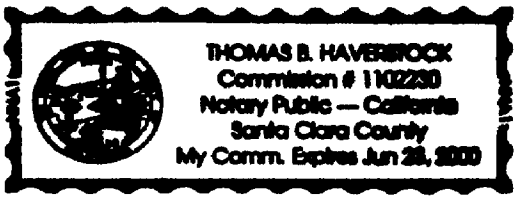
Name: *Aida Weill*
Title: *president*

STATE OF California

COUNTY OF Santa Clara

On May 29, 1998 before me, Thomas B. Haverstock
personally appeared _____

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose names are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Thomas B. Haverstock
Signature of Notary Public

SEAL