

06-28-1999

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To the Honorable Commis

and attached original documents or copy thereof.

MD 6-24-99

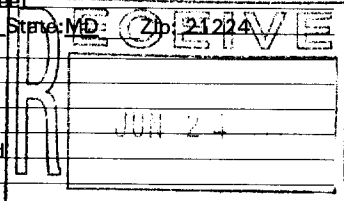
1. Name of conveying party(ies):
 Media Materials, Inc.
 2936 Remington Ave.
 Baltimore, Maryland 21211

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

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

2. Name and address of receiving party(ies):
 Name: World Class Learning Materials, Inc.
 Internal Address: _____
 Street Address: 111 Kane Street
 City: Baltimore State: MD Zip: 21224

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



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 24, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Designation must be a separate document from Assignment)
 Additional name(s) and address(es) attached: Yes No

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

A. Trademark Application No.(s) _____

B. Trademark registration No.(s) (1,372,484)

Additional numbers attached? Yes No

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

Name: Theodore D. Lienesch

Internal Address: _____

Street Address: Thompson Hine & Flory LLP, P.O. Box 8801

City: Dayton State: OH Zip: 45401-8801

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

7. Total fee (37 CFR 3.41) \$ 40.00

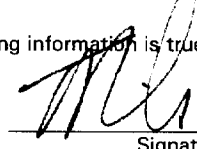
Enclosed
 Authorized to be charged to deposit account

8. Deposit account Number: _____

(Attached 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.

Theodore D. Lienesch  June 22, 1999
 Name of Person Signing Signature Date

Total Number of pages comprising cover sheet:

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

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information System, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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AFFIRMATION OF ASSIGNMENT

WHEREAS, **MEDIA MATERIALS, INC.**, a Maryland corporation having a place of business at 2936 Remington Ave., Baltimore, Maryland 21211 (hereinafter "Assignor"), is the owner of the following trademark and registration thereof in the United States Patent and Trademark Office:

Trademark	Reg. No.	Reg. Date
MM MEDIA MATERIALS and Design	1,372,484	March 11, 1996

WHEREAS, **WORLD CLASS LEARNING MATERIALS, INC.**, a Maryland corporation having a place of business at 111 Kane Street, Baltimore Maryland 21224 (hereinafter "Assignee"), has acquired ownership of the trademark and the registration therefor; and

WHEREAS, Assignor and Assignee now desire to affirm said sale, assignment and transfer of said trademark and registration therefor in a form appropriate for recording in the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration given by Assignee to Assignor, Assignor hereby assigns to Assignee all right, title and interest in the United States in and to said trademark and said registration thereof, together with the goodwill of the business symbolized by said trademark and said registration, and the right to sue for past infringement thereof.

MEDIA MATERIALS, INC.

Date: May 24, 1999

By: Bruce B. Brown
 Name: Bruce B. Brown
 Title: President

State of Maryland)
 County of _____)

The foregoing instrument was acknowledged before me this 24th day of May, 1999, by Bruce B. Brown, president of Media Materials, Inc., a Maryland corporation, on behalf of the corporation.

Elizabeth A. Miller
 Notary Public