

07-06-1999

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6/25/99

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Hughes Aircraft Company

Individual(s)
 General Partnership
 Corporation-State Delaware
 Other _____

Association
 Limited Partnership

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

06-25-1999
 U.S. Patent & TMO/CTM Mail Rcpt Dt. #61

2. Name and address of receiving party(ies):
 Name: Galaxy Institute For Education

Internal Address: _____
 (formerly at 100 North Sepulveda)

Street Address: 203 Argonne Avenue, #232

City Long Beach State CA ZIP 90803

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 7, 1996

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) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)
 1,823,913
 1,834,165

Additional numbers attached? Yes No

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

Name: I. Morley Drucker, Esq.

Internal Address: _____
 FULWIDER PATTON LEE & UTECHT, LLP

Street Address: 10877 Wilshire Boulevard
 10th Floor

City: Los Angeles, State: CA ZIP 90024

07/02/1999 BNGUYEN 00000177 1823913

6. Total No. of applications and registrations involved 2

7. Total fee (37 CFR 3.41):.....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account
 Any deficiencies in enclosed fees

8. Deposit account number: 06-2425

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481 40.00 DP
 02 FC:482 25.00 DP

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.

I. Morley Drucker, Esq. June 22, 1999
 Name of Person Signing Signature Date

ASSIGNMENT OF REGISTERED TRADEMARKS

Whereas, HE Holdings, Inc., doing business as Hughes Electronics and formerly named Hughes Aircraft Company, a Delaware corporation, having its principal offices at 7200 Hughes Terrace, Los Angeles, CA 90045 ("Hughes Electronics"), has adopted, used, is using and is the owner of the following trademarks now registered in the United States Patent and Trademark Office:

Trademark	Registration No.	Date of Registration
GALAXY CLASSROOM	1,823,913	February 23, 1994
GALAXY CLASSROOM	1,834,165	May 3, 1994

Whereas, Galaxy Institute For Education, a California corporation, having its principal offices at 100 North Sepulveda, El Segundo, CA 90245 ("Galaxy Institute"), is desirous of acquiring said registered trademarks,

Now, therefore, in consideration of One Dollar and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Hughes Electronics hereby assigns to Galaxy Institute all right, title and interest in the United States in and to said trademarks together with the goodwill of the business symbolized by said trademarks and registrations thereof.

Signed at Los Angeles, California, this 7th day of June, 1996.

HUGHES ELECTRONICS

By J L Williamson
J L. Williamson
Assistant Secretary

State of California)
County of Los Angeles)

ss:

before Monna H. Colon, a Norway Public in and for the state of California,

On this 7th day of June, 1996, personally appeared J.L. Williamson, to me known and known to me to be a ASSIST. SECRETARY of Hughes Electronics, the assignor above named, and acknowledged that s/he executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.

Thomas D. Cole

Notary Public

