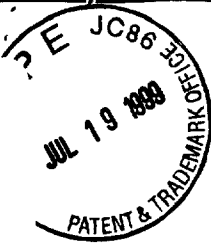


07-23-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MEB 7-23-99

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

07/23/1999 MTHA11 00000042 75591904

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0851-0027), Washington, D.C. 20403. See OMB Information Collection Budget Package 0851-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) to:
Commissioner of Patents and Trademarks, Box Assignment, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Ross M. Weisman

7/17/99

Name of Person Signing

Signature

Date Signed

**NUNC PRO TUNC ASSIGNMENT
UNITED STATES TRADEMARK**

THIS NUNC PRO TUNC TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of this 12th day of July, 1999, and is made effective as of December 31, 1998 ("Effective Date"), from Knowledge University Holdings, L.L.C., a Delaware limited liability company ("Assignor"), to Knowledge Universe, Inc., a Delaware corporation ("Assignee").

RECITALS

WHEREAS, until the Effective Date, Assignor was the sole and exclusive owner of the entire right, title and interest in, to and under the United States trademark application set forth on Schedule A (the "Trademark"), and the goodwill of the business associated therewith;


WHEREAS, upon the Effective Date, Assignor was dissolved and Assignee became the successor to the Assignor's business;

WHEREAS, upon the Effective Date, Assignor intended to and did assign to Assignee the right, title and interest in and to the Trademark, together with the goodwill of the business in connection with which the Trademark is used;

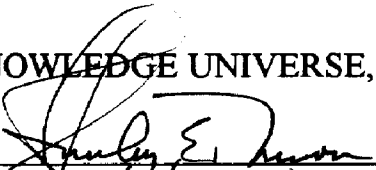
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, the Assignor hereby sells, assigns and transfers to Assignee NUNC PRO TUNC effective December 31, 1998, all of the Assignor's right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademark, and the Assignor's entire right, title and interest in and to any and all claims and demands it may have, at law or in equity, for past infringement of the Trademark.

IN WITNESS WHEREOF, the Assignor and Assignee have caused this Assignment to be executed and sealed by their respective duly authorized officers as of the dates noted below.

KNOWLEDGE UNIVERSITY HOLDINGS, L.L.C.

By: 
Name: Maximillian A. Grant
Title: Vice President & General Counsel
Date: 7/2/99

KNOWLEDGE UNIVERSE, INC.

By: 
Name: Stephen E. Meron
Title: Secretary
Date: 7/6/99

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On July 7, 1999 before me, Lailee Foroutan, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Stanley E. Maron
Name(s) of Signer(s)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/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.

Lailee Foroutan
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

STATE OF

)

) SS.

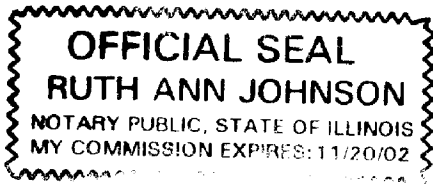
COUNTY OF

)

On this 12th day of July 1999, there appeared before me, Maximillian A. Grant, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of KNOWLEDGE UNIVERSITY HOLDINGS, L.L.C., a Delaware limited liability company.

Ruth Ann Johnson
Notary Public
My commission expires: 11-20-02

(SEAL)



STATE OF

)

) SS.

COUNTY OF

)

On this 12th day of July 1999, there appeared before me, _____, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of KNOWLEDGE UNIVERSE, INC., a Delaware corporation.

Ruth Ann Johnson
Notary Public
My commission expires: 11-20-02

(SEAL)



SCHEDULE A

United States Trademark Application

Mark	Application No.	Filing Date
UNEXT.COM	75/591904	November 19, 1998