

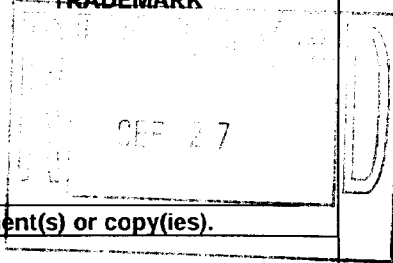
09-29-1999

*MRP*  
*9-27-99*



101158039

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**



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

**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  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

**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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

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.)

Citizenship/State of Incorporation/Organization

**FOR OFFICE USE ONLY**

09/28/1999 MTHAI1 00000302 75418489

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

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 (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**TRADEMARK**  
REEL: 001966 FRAME: 0806

**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) |                      |                      |
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**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

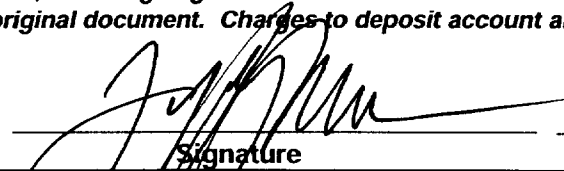
Method of Payment: Enclosed  Deposit Account

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.*

Jeffrey L. Michelman  September 22, 1999  
Name of Person Signing Signature Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

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Registration Number(s)

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RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

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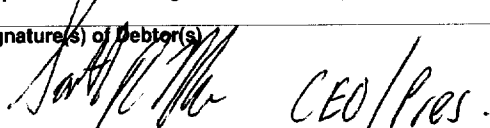
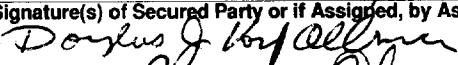

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UNIFORM COMMERCIAL CODE

STATE OF FLORIDA  
FINANCING STATEMENT

FORM UCC-1 (REV. 1993)

This Financing Statement is presented to a filing officer for filing pursuant to the Uniform Commercial Code:

|   |                                  |  |  |
|---|----------------------------------|--|--|
| 1. Debtor (Last Name First if an Individual)<br><b>ChildU, Inc.</b>   |                                  | 1a. Date of Birth or FEI#<br><b>65-0924896</b>   |  |
| 1b. Mailing Address<br><b>316 Northeast Fourth Street</b>   |                                  | 1c. City, State<br><b>Fort Lauderdale, FL</b>  |  |
|   |                                  | 1d. Zip Code<br><b>33301</b>   |  |
| 2. Additional Debtor or Trade Name (Last Name First if an Individual)   |                                  | 2a. Date of Birth or FEI#  |  |
| 2b. Mailing Address   |                                  | 2c. City, State  |  |
|   |                                  | 2d. Zip Code   |  |
| 3. Secured Party (Last Name First if an Individual)<br><b>See attached list.</b>  |                                  |  |  |
| 3a. Mailing Address<br><b>c/o Group One Capital, Inc.<br/>1610 Des Peres Road</b>   |                                  | 3b. City, State<br><b>St. Louis, Missouri</b>  |  |
|   |                                  | 3c. Zip Code<br><b>63131</b>   |  |
| 4. Assignee of Secured Party (Last Name First if an Individual)   |                                  |  |  |
| 4a. Mailing Address   |                                  | 4b. City, State  |  |
|   |                                  | 4c. Zip Code   |  |
| 5. This Financing Statement covers the following types or items or property [Include description of real property on which located and owner of record when required. If more space is required, attach additional sheet(s)].<br><br><p style="text-align: center;">Property listed on Exhibit A and A-1, attached, located at<br/>316 Northeast Fourth Street, Fort Lauderdale, FL 33301</p> |                                  |  |  |
| 6. Check only if Applicable:  |                                  | <input type="checkbox"/> Products of collateral are also covered.  |  |
|   |                                  | <input checked="" type="checkbox"/> Proceeds of collateral are also covered.   |  |
|   |                                  | <input type="checkbox"/> Debtor is transmitting utility.   |  |
| 7. Check appropriate box:<br>(One box must be marked)   |                                  | <input checked="" type="checkbox"/> All documentary stamp taxes due and payable or to become due and payable pursuant to s. 201.22 F.S., have been paid. |  |
|   |                                  | <input type="checkbox"/> Florida Documentary Stamp Tax is not required.  |  |
| 8. In accordance with s. 679.402(2), F.S., this statement is filed without the Debtor's signature to perfect a security interest in collateral:   |                                  | 9. Number of additional sheets presented: <u>3</u>   |  |
| <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state or debtor's location changed to this state.   |                                  | This Space for Use of Filing Officer   |  |
| <input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest was perfected.   |                                  |  |  |
| <input type="checkbox"/> as to which the filing has lapsed. Date filed _____ and previous UCC-1 file number _____.  |                                  |  |  |
| <input type="checkbox"/> acquired after a change of name, identity, or corporate structure of the debtor.   |                                  |  |  |
| 10. Signature(s) of Debtor(s)<br> <b>CEO/Pres.</b>   |                                  |  |  |
| 11. Signature(s) of Secured Party or if Assigned, by Assignee(s)<br> <b>Douglas J. Byrd</b><br> <b>Brent Olson</b>   |                                  |  |  |
| 12. Return Copy to:   |                                  |  |  |
| Name  | Blumenfeld, Kaplan & Sandweiss   |  |  |
| Address   | Attn: Jeffrey L. Michelman, Esq. |  |  |
| Address   | 168 North Meramec, 4th Floor     |  |  |
| City, State, Zip  | Clayton, MO 63105                |  |  |



**FINANCING STATEMENT  
LIST OF SECURED PARTIES  
OF CHILDU, INC.**

D&L Partners, L.P.

Laura Kretschmar

Julie Von Allmen

David Von Allmen  
Dean Kretschmar

The St. Andrews  
Family Trust dated  
6/29/99

## EXHIBIT A

This Financing Statement covers all of Debtor's remedies, powers, privileges, rights, titles and interests of every kind and character now owned or hereafter acquired, created or arising in and to the following:

all of Debtor's accounts, accounts receivables, chattel paper, letters of credit, instruments and documents from the sale of goods, contract rights, general intangibles, inventory, materials, merchandise, supplies, machinery, equipment, furniture, fixtures, furnishings, computer hardware, computer software programs and data bases, patents, copyrights, trademarks, intellectual property, books, records, customer lists and all other assets of Debtor.

together with all accessions, appurtenances and additions to and substitutions for any of the foregoing and all products and proceeds of any of the foregoing, together with all renewals and replacements of any of the foregoing, all accounts, receivables, accounts receivables, instruments, notes, chattel paper, documents (including all documents of title), books, records, contract rights and general intangibles arising in connection with any of the foregoing (including all insurance and claims for insurance affected or held for the benefit of Debtor or Secured Party in respect of the foregoing) and together with all general intangibles now owned by Debtor or existing or hereafter acquired, created or arising (whether or not related to any of the foregoing property). The property covered by this Financing Statement includes all property of Debtor this day delivered to and deposited with Secured Party, and all money and property of Debtor heretofore delivered or which shall hereafter be delivered to or come into the possession, custody or control of Secured Party in any manner or for any purpose whatever during the existence of this Agreement, and whether held in a general or special account, or deposited for safekeeping or otherwise, and all other property which Debtor may hereafter become entitled to receive on account of such property.

**EXHIBIT A-1**  
**to**  
**UCC-1 Financing Statement**

**TRADEMARKS:**

THE LEARNING ODYSSEY

Serial No. 75/418,489

Classes: 009, 016, 035, 038, and 041

AIT Learning Odyssey

Serial No. 75/424681

Classes: 009, 016, 035, 038, and 041

**DOMAIN NAMES:**

TLO.NET

LEARNINGODYSSEY.NET

THELEARNINGODYSSEY.NET

**TRADE SECRETS:**

Algorithms used in the initial assessment, the on-going assessments, and in the selection of learning activities.

**LICENSES:**

Windows NT Server

SQL Server

RealNetworks Server

**GRAPHICS:**

The graphics on the TLO visitor's site and all graphics other than those within learning activities are either original graphics or original photographs that belong to MT. Within the learning activities there are currently 4000+ graphic images, 1000+ audio files, and 24 video clips. All of the audio files and video clips were created by and belong to MT. Many of the graphic files were created by and belong to AIT. All of the other images are either in the public domain or rights to use them within TLO have been purchased by MT. In all cases, purchased rights do not have an expiration date. Rights have been purchased from:

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Photodisk

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Library of Congress