

1-19-00

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101263857

To the Honorable Commissioner of Patents

with attached original documents or copy thereof.

1. Name of conveying party(ies):

WCR Logos Inc.

01-19-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #31

and address of receiving party(ies)

Reed Elsevier Inc.

Internal Address: _____

Street Address: 275 Washington St.

City: Newton State: MA ZIP: 02458

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Massachusetts

Other _____

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

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: October 15, 1999

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

A. Trademark Application No.(s)

74/693474
75/588213

B. Trademark Registration No.(s)

1978560
2034469
2198634

Additional numbers attached? Yes No

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

Name: Renee Simonton

Internal Address: Reed Elsevier Intellectual

Property Management Services

NINTH FLOOR

Street Address: 1105 North Market St.

City: Wilmington State: DE ZIP: 19801

6. Total number of applications and registrations involved: _____

5

7. Total fee (37 CFR 3.41).....\$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

02/09/2000 DNGIYEN 00000220 74692474

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02 FC:482 100.00 DP

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.

RENEE SIMONTON
Name of Person Signing

Renee Simonton
Signature

1/18/2000
Date

Total number of pages including cover sheet, attachments, and document: _____

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

Commissioner of Patents & Trademarks, Box Assignment TRADEMARK
Washington, D.C. 20231

REEL: 002019 FRAME: 0199

ASSIGNMENT OF TRADEMARKS

This Trademark Assignment (the "Assignment"), dated as of October 15, 1999, is made by WCR LOGOS, INC., a Georgia corporation in its capacity as nominee of Classic III, Inc., located at 568 Peachtree Parkway, Suite 118, Cumming, GA 30141 ("Assignor"), in favor of REED ELSEVIER INC., a Massachusetts corporation, located at 275 Washington Street, Newton, Massachusetts 02158 ("Assignee").

WHEREAS, Assignor owns all right, title and interest in and to the trademarks listed on Schedule A hereto, the registrations therefor and the goodwill appurtenant thereto (hereinafter, the "Marks");

WHEREAS, Assignor and Assignee have entered into an Asset Purchase Agreement, of even date herewith (the "Asset Purchase Agreement"), pursuant to which Assignor has agreed to sell and transfer to Assignee, and Assignee has agreed to purchase, the Marks;

WHEREAS, pursuant to the Asset Purchase Agreement, Assignor desires to assign to Assignee all of Assignor's right, title and interest in and to the Marks; and

WHEREAS, Assignee desires to acquire all of the Assignor's right, title, and interest in and to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor sells, assigns, transfers and sets over to Assignee, Assignor's entire right, title, interest in and to the Marks, together with the goodwill of the business in connection with which the Marks is used and which is symbolized by the Marks. All rights and privileges, including the right to sue for past infringement, granted and secured by any of the items assigned to Assignee under this Assignment will be held and enjoyed by Assignee, its successors, assigns and other legal representatives. Assignor authorizes and requests the United States Patent and Trademark Office and any other official throughout the world whose duty is to register and record ownership in trademarks to record Assignee as the assignee and owner of the right, title, and interest assigned under this Assignment. Assignor agrees to execute and deliver at a future date any further documents that Assignee determines may be necessary and desirable to perfect Assignee's ownership of any rights in the Marks.

IN WITNESS WHEREOF, Assignor and Assignee execute this Trademark Assignment as of the year and date first set forth above.

WCR LOGOS, INC.,
in its capacity as Nominee of Classic III, Inc.

ACKNOWLEDGED:
REED ELSEVIER INC.

By: William Beckman
Name: WILLIAM BECKMAN
Title: PRESIDENT

By: Charles A. Richard
Name: Charles A. Richard
Title: Vice President

**RPM RELATED TRADEMARKS
(HELD BY WCR LOGOS, INC. AS NOMINEE FOR CLASSIC III INCORPORATED)**

Mark	Country	Registration/Serial No.	Registrant/Applicant	Status
1. RPM FOR TRUCKERS & Design	U.S.	Reg. No. 1,978,560	WCR Logos, Inc. (Mark assigned from Classic III, Inc. to WCR Logos, Inc. on 9/16/96)	Registered 6/4/96 (first used 8/92)
2. RPM FOR TRUCKERS PROFESSIONAL DRIVER & Design	U.S.	Reg. No. 2,034,469	WCR Logos, Inc. (Mark assigned from Classic III, Inc. to WCR Logos, Inc. on 9/12/96)	Registered 1/28/97 (one time special edition, not being used) (first used 9/95)
3. RPM EXTRA & Design	U.S.	Reg. No. 2,198,634	WCR Logos, Inc.	Registered 10/20/98 (not being used) (first used 3/97)
4. RPM FOR TRUCKERS SMART OPERATOR & Design	U.S.	Serial No. 74/693,474	Classic III, Inc. (Application abandoned before assigned to WCR Logos, Inc.)	Abandoned
5. TRUCK OWNER SHIFTING YOUR BUSINESS INTO HIGH GEAR	U.S.	Serial No. 75/588,213	WCR Logos, Inc.	Pending (Application filed 11/13/98; to be published for opposition on 7/27/99) (first used 2/99)
6. RPM FOR TRUCKERS & Design	Canada	Reg. No. 489,364	WCR Logos, Inc.	Registered 2/5/98 (first used 3/96)
7. RPM EXTRA & Design	Canada	Serial No. 872,255	WCR Logos, Inc.	Application filed 3/16/98 (first used 11/97)
8. TRUCK OWNER SHIFTING YOUR BUSINESS INTO HIGH GEAR	Canada	Serial No. 1,014,860	WCR Logos, Inc.	Application filed 5/10/99

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