

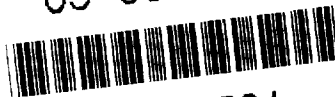
FORM PTO-1618A

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OPR/FINANCE

05-03-2000



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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

4-10-00

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

Name Breakthrough, Inc.

Execution Date
Month Day Year
06021997

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Breakthrough Acquisition Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 19201 120th Avenue, N.E.

Address (line 2) _____

Address (line 3) Bothell

WA/USA

98011

- 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 Delaware

05/02/2000 BCDATES 00000141 1911215

FOR OFFICE USE ONLY

01 FC:401
02 FC:402

40.00 OP
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 Practices. 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: 002064 FRAME: 0304

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.

Gregg Kirchhoefer

3/27/00

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS dated this 2nd day of June, 1997, by Breakthrough, Inc., an Iowa corporation ("Seller") in favor of Breakthrough Acquisition Corporation, a Delaware corporation ("Buyer").

WITNESSETH:

WHEREAS, pursuant to the Asset Purchase Agreement dated as of June 2, 1997 (the "Agreement") by and between Buyer and Seller, Buyer has agreed to purchase certain assets of Seller and Seller has agreed to cause the same to be transferred, assigned and contributed to Buyer;

WHEREAS, Seller owns all right, title and interest in and to the trademarks listed on Schedule A, together with all federal and state registrations therefore, attached hereto and incorporated herein (collectively, the "Marks"); and


WHEREAS, pursuant to the Agreement, Seller desires to assign and transfer to Buyer all of its right, title and interest in and to the Marks and Buyer is desirous of acquiring the same;

NOW, THEREFORE, for the foregoing recited consideration and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller, as beneficial owner, does hereby assign, sell and transfer to Buyer all of its right, title and interest in and to the Marks, together with the good will of the business symbolized by the Marks, the right to sue for past infringement thereof, the registrations and applications for registration therefor, and all the benefit of the Marks. Seller does further consent to the recordation of this assignment by Buyer with the Commissioner of Patents and Trademarks or any appropriate state agency.

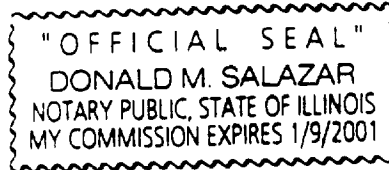
IN WITNESS WHEREOF the Seller has executed this Assignment as of the date first written above.

BREAKTHROUGH, INC.

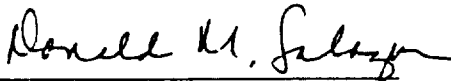
By:


Charles M. Peters
Chairman and Chief Executive Officer

State of Illinois)
County of Cook)



On this 2nd day of June, 1997, before me appeared Charles M. Peters, the person who signed this instrument on behalf of Breakthrough, Inc., who acknowledged that he signed it on behalf of the identified corporation as Chairman and Chief Executive Officer of the identified corporation and pursuant to authority duly received.


Notary Public

SCHEDULE A

I. FEDERAL REGISTRATIONS

Mark: FOUNDATIONS IN READING
Reg. No.: 1,911,215
Reg. Date: August 15, 1995

II. FEDERAL APPLICATIONS

Mark: FOUNDATIONS IN SPEECH PERCEPTION
Appl. No.: 74/697,403
Filing Date: July 5, 1995

III. STATE REGISTRATIONS

Mark: BREAKTHROUGH & DESIGN
State: Iowa
Reg. No.: W00043137
Date: May 27, 1994

Mark: FOUNDATIONS & DESIGN
State: Iowa
Reg. No.: W00043138
Date: May 27, 1994

Mark: FOUNDATIONS & DESIGN
State: Iowa
Reg. No.: W00043139
Date: May 27, 1994

Mark: FOUNDATIONS ARE FOREVER
State: Iowa
Reg. No.: W00043140
Date: May 27, 1994