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To the Commissioner of Patents and Trademarks

1 document or copy thereof.
of receiving party(ies):

1. Name of conveying party(ies):

Carlson Learning Company

M. S.2. w

Carlson Marketing Group, Inc.
Carlson Parkway, P. O. Box 59159
Minneapolis, MN 55459-8249

OPR/FINANCE
00 MAY -2 PM 2:54

- Individuals
- General Partnership
- Corporation-State of Minnesota
- 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: April 24, 2000

- Individual(s) citizenship
- General Partnership
- Corporation-State of New Jersey
- Other:
- Association
- Limited Partnership

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

(Designations must be separate document from Assignment)

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

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

A. Trademark Application No.(s)/ Mark(s)

B. Trademark Reg. No.(s)/Mark(s)

2,078,268

Additional numbers attached? Yes No

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

Name: Paul A. Welter
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Paul A. Welter

Name of Person Signing

Signature

April 26, 2000

Date

Total number of pages including cover sheet, attachments, and document: 2

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TRADEMARK
REEL: 002078 FRAME: 0084

TRADEMARK ASSIGNMENT

WHEREAS, CARLSON LEARNING COMPANY, a Minnesota corporation, having its principal place of business at Carlson Parkway, P. O. Box 59159, Minneapolis, Minnesota 55459-8249 (hereinafter called "Assignor"), is the owner of the following trademark and United States trademark registration:

Trademark: **CARLSON LEARNING COMPANY & Design**
 Reg. No.: 2,078,268
 Reg. Date: July 15, 1997

WHEREAS, CARLSON MARKETING GROUP, INC., a New Jersey corporation having its principal place of business at Carlson Parkway, P. O. Box 59159, Minneapolis, Minnesota 55459-8249 (hereinafter called "Assignee"), is desirous of acquiring said trademark and trademark registration;

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, Assignor has sold, assigned and transferred, and by these presents does sell, assign and transfer unto Assignee, its successors or assigns, the entire right, title and interest for all countries in and to said trademark and trademark registration, including all common law trademark or trade name rights in said mark, together with the goodwill and other incidents of its business associated with or symbolized by said trademark.

CARLSON LEARNING COMPANY

Date: April 24, 2000

By: *Thomas Ritchey*
 Name: Thomas Ritchey
 Title: President