

Form PTO-1594 (Rev. 6-93) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE  
**TRADEMARKS ONLY** Patent and Trademark Office  
 OMB No. 0651-0011 (exp. 4/94)

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof

1. Name of conveying party(ies):  
 EduCap, Inc.  
 (now known as LuckyStar Foundation, Inc.)

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation: State of Maryland  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
 Wells Fargo & Company  
 1700 Wells Fargo Center  
 N9305-176  
 Sixth and Marquette  
 Minneapolis, MN 55479

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation: State of Delaware  
 Other \_\_\_\_\_

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: November 15, 2000

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)

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

A. Trademark Application No(s). and description                      B. Trademark Registration No(s). and description

See attached Schedule A

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

Colleen M. Sarenpa  
 FAEGRE & BENSON  
 2200 Wells Fargo Center  
 90 South Seventh Street  
 Minneapolis, MN 55402  
 Telephone: 612-336-3347

6. Total number of applications and registrations involved: 24

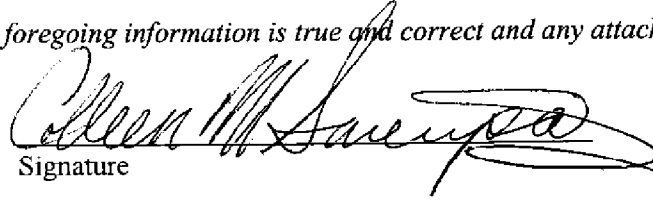
7. Total fee (37 CFR 3.41) ..... \$615.00

Enclosed  
 Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

**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.*

Colleen M. Sarenpa                                            November 21, 2000  
 Name of person signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 8

**Mail documents to be recorded with required cover sheet information to:**  
 Director – U.S. Patent and Trademark Office, Box Assignments  
 Washington, D.C. 20231

M2:20350488.01(F&B 9/28/00)

**SCHEDULE A**

<b>TRADEMARK</b>	<b>REGISTRATION NO.</b>	<b>REGISTRATION DATE</b>
All Ahead	1,842,048	June 28, 1994
Capital For Knowledge	2,272,298	August 24, 1999
Capital For Knowledge (Stylized)	2,274,457	August 31, 1999
ConSern	2,040,572	February 25, 1997
ConSern Education Program	2,159,060	May 19, 1998
ConSern Education Program (Stylized)	2,159,061	May 19, 1998
ConSern Loans For Education	1,669,721	December 24, 1991
ConSern Loans For Education (Stylized)	1,575,473	January 2, 1990
ConSern Loans For Education (Stylized)	2,077,534	July 8, 1997
EnVision	2,061,699	May 13, 1997
Head & Book (Stylized)	1,535,733	April 18, 1989
Merlin	1,606,712	July 17, 1990
Olympus	2,213,657	December 29, 1998
Olympus Capital For Knowledge	2,222,105	February 9, 1999
Olympus Capital For Knowledge (Stylized)	1,735,803	November 24, 1992
P.L.A.T.O.	1,602,831	June 19, 1990
P.L.A.T.O. The Classic Student Loan	2,038,798	February 18, 1997
P.L.A.T.O. The Classic Student Loan (Stylized)	1,670,505	December 31, 1991
The 15 Minute Education Loan	2,066,016	May 27, 1997
The Complete Source	1,829,596	April 5, 1994
The Complete Source For Financing Education	1,838,504	May 31, 1994
The Complete Source For Financing Education (Stylized)	1,869,109	December 20, 1994
The E-Loan	2,166,332	June 16, 1998
P.L.A.T.O. The Classic Student 1-800-Go-Plato	2,383,164	September 5, 2000

TRADEMARK ASSIGNMENT

WHEREAS, EduCap, Inc., a Maryland corporation, having an address at 1301 K Street, N.W., STE 725 East, Washington DC 20005, owns the marks identified on the attached Schedule A, in connection with the goods and/or services identified therein (the "Marks"); and

WHEREAS, EduCap, Inc. did change its name to LuckyStar Foundation, Inc. ("Assignor") by way of an Articles of Amendment, dated June 30, 2000, and attached at Schedule B hereto; and

WHEREAS, Wells Fargo & Company, a company organized under the laws of the State of Delaware, having an address at 1700 Wells Fargo Center, Minneapolis, Minnesota 55479 ("Assignee"), is desirous of acquiring the Marks, and the applications and registrations thereof, as a part of its acquisition of that part of the business to which the marks pertain which took place pursuant to, and in accordance with, the Asset Purchase Agreement for Certain Assets of EduCap, Inc., dated as of March 6, 2000 (the "Asset Purchase Agreement");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, all of its right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks, and the applications and registrations thereof, subject to and in accordance with the terms, conditions and restrictions of the Asset Purchase Agreement and the Assignment and Assumption Agreement, by and among Assignor and Assignee, dated as of March 17, 2000.

The Commissioner of Patents and Trademarks is requested to issue the certificates of registration for the applications to said assignee.

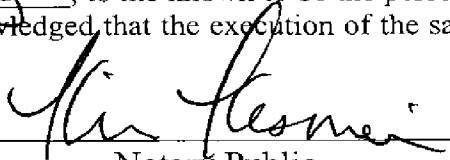
**LuckyStar Foundation, Inc. (f/k/a EduCap, Inc.)**

Dated: 11/15/00

By:   
Paula Darling  
Its: Chief Operating Officer

STATE OF Virginia )  
COUNTY OF Arlington ) ss.

On this 15th day of November, 2000, before me, a Notary Public within and for said County, personally appeared Paula Darling, to me known to be the person described in and who executed the foregoing instrument and acknowledged that the execution of the same was a free act and deed.

  
Notary Public

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**SCHEDULE B**

**[see attached]**

State of Maryland  
DEPARTMENT OF  
ASSESSMENTS AND TAXATION



Charter Division

PARRIS N. GLENDENING  
Governor  
RONALD W WINEHOLT  
Director  
PAUL B. ANDERSON  
Administrator

ARTICLES OF AMENDMENT  
(See instructions on previous page)

EduCap Inc.

(1)

(2) EduCap Inc., a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that:

(3) The charter of the corporation is hereby amended as follows: The name of the corporation is LuckyStar Foundation, Inc., (the "Corporation").

This amendment of the charter of the corporation has been approved by

(4) The directors. No stock has been authorized or issued.

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

Paula Darling  
Paula Darling  
SECRETARY

Catherine B. Reynolds  
Catherine B. Reynolds  
PRESIDENT

MAIL TO: STATE DEPARTMENT OF ASSESSMENTS & TAXATION  
301 WEST PRESTON STREET, ROOM 809  
BALTIMORE, MD 21201  
PHONE: 410-767-1350