



101540183

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

1. Name of conveying party(ies):

Educational Design, LLC

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other Limited Liability Company of Delaware

Additional name(s) of conveying party(ies) attached?  
 yes  no

2. Name and address of receiving party(ies)

Name: Poof Products, Inc.

Internal Address: \_\_\_\_\_

Street Address: 45400 Helm Street

Plymouth, MI 48170-0164

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Michigan
- 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) addition name(s) & address(es) attached?  
 yes  no

3. Nature of Conveyance:

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

Execution Date: October 25, 2000

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

A. Trademark Application No.(s)

75/463,306

B. Trademark Registration No.(s)

1,706,951  
2,269,099  
2,165,234

Additional numbers attached:  yes  no

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

Name: HOWSON AND HOWSON

Internal Address: \_\_\_\_\_

Street Address: P.O. BOX 457

One Spring House Corporate Center

City: Spring House State: PA Zip: 19477

6. Total number of applications and registrations involved:..... 4

7. Total fee (37 CFR 3.41).....\$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

08-3040

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

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.

Stanley B. Kita  
Name of Person Signing

[Signature]  
Signature

November 13, 2000  
Date

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

## ASSIGNMENT OF TRADEMARKS

WHEREAS, Educational Design, LLC, a Delaware limited liability company having its principal place of business at 345 Hudson Street, New York, NY 10014-4502 (herein after "ASSIGNOR"), is the owner of the entire right, title and interest, including goodwill in and to the trademarks Minilabs and Playground Science, granted registration Nos. 1,706,95 and 2,269,099 (registered August 11 and August 10, 1999, respectively) and 2,165,234 (registered June 16, 1998), respectively, and to the trademark THINK Fun and Learning for which an application for U.S. federal registration was filed on April 2, 1998 S.N. 75-463,306 (collectively hereinafter "MARKS"); and

WHEREAS, Poof Products, Inc., a Michigan corporation, having its principal place of business at 45400 Helm Street, Plymouth, MI 48170-0964 (hereinafter "ASSIGNEE") wishes to acquire ASSIGNOR's entire right, title and interest in and to the MARKS, and the goodwill symbolized by the MARKS;

WHEREAS, ASSIGNOR and ASSIGNEE wish to memorialize said acquisition in an instrument suitable for recording;

NOW THEREFORE, for good and valuable consideration, including the undertakings set forth in the Asset Purchase Agreement dated as of October 17, 2000 between ASSIGNOR and ASSIGNEE, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, ASSIGNOR does hereby sell, assign and transfer unto ASSIGNEE, ASSIGNOR's entire right, title and interest in and to said MARKS, together with the entire goodwill of that portion of the business symbolized by the MARKS, and the aforesaid registrations and application for registration, together with the right to prosecute and recover for any past infringements thereof.

IN WITNESS WHEREOF, ASSIGNOR has caused this ASSIGNMENT to be executed

by its duly authorized officer effective October 25, 2000.

ASSIGNOR:

Educational Design, LLC

By: D. J. Quandt  
Name: Peter J. Quandt  
Title: Chairman

NOTARIAL CERTIFICATE

State of New York :  
County of Westchester : ss.:

On this the <sup>23</sup>24th day of October, 2000, before me, a Notary Public, the undersigned officer, personally appeared Peter J. Quandt, of Educational Design, LLC, and being known to me and signed before me the above Assignment.

(SEAL)

Barbara E. Cohen  
Notary Public

My Commission expires: \_\_\_\_\_

**BARBARA E. COHEN**  
Notary Public, State of New York  
County of Westchester, County of N.Y.  
No. 4806078  
Expiration Feb. 28, 2001

LibCM1032183.2