

01-02-2001



COVER SHEET ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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U.S. Patent & TMO's/TM Mail Rcpt Dt. #57

Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

AGC, Inc.

- Individual(s)
- General Partnership
- Corporation-State (Delaware)
- 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: 11-15-00

2. Name and address of receiving party(ies)

Name: Learning Horizons, Inc.

Internal Address: Legal Dept - J. McMahan

Street Address: One American Road

City: Cleveland State: OH ZIP: 44144

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Ohio
- 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

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

A. Trademark Application No.(s)

76/121500
75/756626

B. Trademark Registration No.(s)

2051818 2369186
2143041 2041428
2089798

Additional numbers attached? Yes No

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

Name: Joanne McMahan

Internal Address: American Greetings Corp.

Street Address: One American Road

City: Cleveland State: OH ZIP: 44144

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01-1410

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

01 FC:481 40.00 CH
02 FC:482 150.00 CH

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.

Joanne McMahan
Name of Person Signing

Joanne McMahan
Signature

11-27-00
Date

Total number of pages including cover sheet, attachments, and document: 4

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

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

TRADEMARK

REEL: 002203 FRAME: 0615

ASSIGNMENT

WHEREAS, AGC, INC. (hereinafter ASSIGNOR), a Delaware corporation, having its principal place of business at One American Road, Cleveland, Ohio 44130, has adopted and is the owner of the trademarks set forth in Exhibit A attached hereto and made a part hereof, for which it owns the corresponding United States Trademark Applications/Registrations set forth in said Exhibit A; and

WHEREAS, ASSIGNOR owns the entire right, title and interest in and to the said marks, said applications and said registrations; and

WHEREAS, LEARNING HORIZONS, INC. (hereinafter ASSIGNEE), an Ohio corporation, having its principal place of business at One American Road, Cleveland, Ohio 44144, is desirous of acquiring said marks, said applications and said registrations;

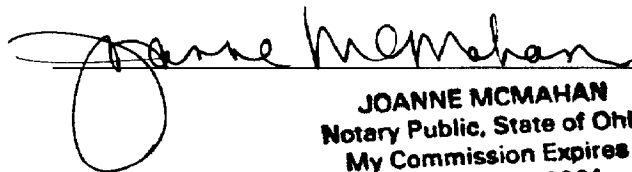
NOW, THEREFORE, for good and valuable consideration, the adequacy and receipt of which is acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over unto ASSIGNEE, its successors or assigns, the entire right, title and interest in and to the marks set forth in said Exhibit A together with so much of the goodwill of the business in connection with which each of the marks is used and which is symbolized by the marks, the corresponding registrations for said marks as set forth in said Exhibit A, and the right to sue and to recover from third parties for past infringement of said marks.

AGC, INC.

BY  _____

STATE OF OHIO)
) ss.:
COUNTY OF CUYAHOGA)

On this 15th day of November, 2000 before me personally appeared Stephen L. Scharf, by me personally known, who acknowledged to me that he is Assistant Secretary of AGC, Inc., the above-identified assignor, and that he is authorized to execute this document on behalf of said Assignor.

 _____

JOANNE MCMAHAN
Notary Public, State of Ohio
My Commission Expires
November 18, 2001
TRADEMARK

Exhibit A

<u>Trademark</u>	<u>Registration No.</u>	<u>Serial No.</u>
HERE WE GROW!		76/121500
HERE WE GROW!		75/756626
HORIZONS	2051818	
LEARNING HORIZONS	2143041	
MATCHING CAPS	2089798	
NUMBERS & NEIGHBORS	2369186	
QUIZ-N-LEARN	2041428	