

U.S. Department of Commerce
Patent and Trademark Office

FORM PTO-1618A
Expires 08/30/99
OMB 0551-0027

TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type <input type="checkbox"/> New <input checked="" type="checkbox"/> Resubmission (Non-Recordation) <input checked="" type="checkbox"/> Document ID # <input type="text" value="101621672"/>		Conveyance Type <input type="checkbox"/> Assignment <input type="checkbox"/> License <input type="checkbox"/> Security Agreement <input type="checkbox"/> Nunc Pro Tunc Assignment <input type="checkbox"/> Merger <input type="text" value="Effective Date Month Day Year"/>	
<input type="checkbox"/> Correction of PTO Error Reel # <input type="text"/> Frame # <input type="text"/>		<input checked="" type="checkbox"/> Change of Name	
<input type="checkbox"/> Corrective Document Reel # <input type="text"/> Frame # <input type="text"/>		<input type="checkbox"/> Other <input type="text"/>	

Conveying Party Mark if additional names of conveying parties attached

Name Effective Date

Formerly

Individual General Partnership Limited Partnership Corporation Association
 Other

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

3556 Lakeshore Rd.

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership
 Corporation Association
 Other

Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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 (0551-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0551-0027, Patent and Trademark Assignment Practice. 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: 002256 FRAME: 0835

700005505

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

FORM PTO-1618B
Expires 06/30/99
OMB 0651-0027

Page 2

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

(312) 415-4000

Name

Address (line 1)

Address (line 2)

Address (line 3)

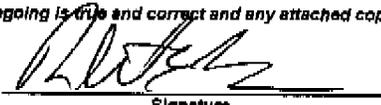
Address (line 4)

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 account)
 Deposit Account Number
 Authorization to charge additional fees: Yes No

Statement and Signature
 To the best of my knowledge and belief, the foregoing 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.
 Robert E. Browne 
 Name of Person Signing Signature
 May 23, 2001
 Date Signed

File Number 5173-004-6

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

EXCEL, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 23RD day of JUNE A.D. 2000 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State TRADEMARK

REEL: 002256 FRAME: 0837

JUN 27 2000

Form **BCA-10.30**

ARTICLES OF AMENDMENT

File # 5173-004-6

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

FILED

JUN 23 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 6-23-00

Franchise Tax \$
Filing Fee* \$ 25.00
Penalty \$

Approved: *[Signature]*

5X

Remit payment in check or money
order, payable to "Secretary of State."

*The filing fee for articles of
amendment - \$25.00

EXCEL, INC.

1. CORPORATE NAME: _____ (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT: _____ JUNE 1, 2000

The following amendment of the Articles of Incorporation was adopted on _____
19 ____ in the manner indicated below. ("X" one box only)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

ABOUT LEARNING, INC. 7

(NEW NAME)

All changes other than name, include on page 2
(over)

TRADEMARK

REEL: 002256 FRAME: 0838

Text of Amendment

(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated <u>6/12/2000</u> 2000 attested by <u>Michael McCarthy</u> (Signature of Secretary or Assistant Secretary) <u>MICHAEL MC CARTHY, V. PRES.</u> (Type or Print Name and Title)	<u>EXCEL, INC.</u> (Exact Name of Corporation at date of execution) by <u>Bernice McCarthy</u> (Signature of President or Vice President) <u>BERNICE MC CARTHY, PRES.</u> (Type or Print Name and Title)
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7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 _____

NOTES and INSTRUCTIONS

- NOTE 1:** State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2:** Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3:** Directors may adopt amendments without shareholder approval in only seven instances, as follows:
- (a) to remove the names and addresses of directors named in the articles of incorporation;
 - (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
 - (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
 - (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
 - (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
 - (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
 - (g) to restate the articles of incorporation as currently amended. (§ 10.15)
- NOTE 4:** All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.
- Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).
- The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
- NOTE 5:** When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

C-173.9



110 SOUTH WACKER DRIVE
CHICAGO, ILLINOIS 60605-7482
TEL: (312) 715-4000
FAX: (312) 715-4800

FACSIMILE COVER PAGE

DELIVER TO	COMPANY/CITY, ST, COUNTRY	FAX #	CONTACT PHONE #
Commissioner for Trademarks Assignment Division	Recordation Trademarks	703-306-5995	

FAX Special Instructions:

Date: May ²⁴25, 2001 From: Carol A. Barnes Phone #: (312) 715-4529

Material Being Faxed: Recordation Form Cover Sheet and attachment

Total Number Pages (including cover page): 10 Pages

Original Documents: _____ Will X Will Not Follow by Mail

Message: **IMPORTANT!** We previously sent in this document without recordation cover sheet. This document is being resubmitted prior to 30 days expiration of Notice of Non-Recordation of Document in order to maintain the original date of receipt by the Assignment Division. Please record the attached document for the name change from EXCEL, INC. to ABOUT LEARNING, INC. Authorization to charge the deposit account is included. Please confirm receipt via return facsimile.

If there are any transmission problems, please call: (312) 715-4846 during the day. During evenings and weekends, please call: (312) 715-4797. To Return Faxes, send to: (312) 715-4800.

THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION OR DISTRIBUTION OF THIS COMMUNICATION TO OTHER THAN THE INTENDED RECIPIENT IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY. CALL US COLLECT AT 312-715-4000, EXT. 4846 AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

For internal use only:

If Transmission Fails: Call Contact Phone # (as listed in above fax) Call Sender (refer to sender's telephone number above) Other _____

Fax Operator: _____

Client/Matter #: 23518.00.7001 User ID: 7436 User Initials: CAB



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

(cab)

MAY 03, 2001

PTAS



101621672

ALTHEIMER & GRAY
ROBERT E. BROWNE
10 SOUTH WACKER DRIVE, SUITE 4000
CHICAGO, ILLINOIS 60606

~~RECEIVED~~
RECEIVED
DOCKET

MAY 11 2001

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

ALTHEIMER & GRAY

By: *[Signature]*

DOCUMENT ID NO.: 101621672

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

- 1. THE DOCUMENT SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. TO RECORD A DOCUMENT IN THE ASSIGNMENT DIVISION, A COMPLETE COVER SHEET MUST ACCOMPANY THE DOCUMENT OR A COVER SHEET OUTLINING THE REQUIREMENTS FOR RECORDING AS SET FORTH IN TITLE 37 CFR 3.11 MUST BE PRESENT.

ALLYSON PURNELL, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

DOCKETED
By: *Non-Recordation*
Action: *Corrective* Date: *6/2/2001*

02-27-2001

IN THE UNITED STATES



TELETYPE UNIT

In re Registration of: 101621672
 Excel, Inc. *2-15-01*
 Trademark: **LEARNING TYPE MEASURE**
 Registration No.: 1,962,508
 Issue Date: March 12, 1996
 Our File No.: 23518.067001



02-16-2001
 U.S. Patent & TMO/TM Mail Rpt Dt. #71

Commissioner For Trademarks
 Box POST REG
 2900 Crystal Drive
 Arlington, Virginia 22202-3513

NOTICE OF CHANGE OF NAME

Dear Sir:

Please be advised that effective immediately the name of the owner for the above-referenced trademark registration, Excel, Inc., has been changed to About Learning, Inc. Enclosed is a copy of the Name Change documentation. Please enter this new name into the file for this registration.

Robert E. Browne, Reg. No. 26,150
ALTHEIMER & GRAY
 10 South Wacker Drive, Suite 4000
 Chicago, Illinois 60606
 (312) 715-4000

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner for Trademarks, Box POST REG, 2900 Crystal Drive, Arlington, VA 22202-3513 on February 6, 2001.

Date: February 6, 2001

Robert E. Browne