

G-2801



101865395

d original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

TLC EDUCATION PROPERTIES LLC

- Individual(s)
 - General Partnership
 - Corporation
 - Other - limited liability company
- Association
 - Limited Partnership
- Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving parties:

Name: Broderbund Properties LLC

Internal Address: _____

Street Address: 500 Redwood Blvd

City: Novato State: CA Zip: 94947

Country: USA

3. Nature of conveyance:

- Assignment
 - Security Agreement
 - Other _____
- Merger
 - Change of Name

- Individual(s) Citizenship _____
 - Association
 - General Partnership
 - Limited Partnership
 - Corporation
 - Other - limited liability company - State of Delaware
- If Assignee is not domiciled in the United States, a domestic representative designation is attached yes no

Execution Date: September 14, 2001

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

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

A. Trademark Application No(s):

B. Trademark Registration No(s)

2,348,176

Additional numbers attached? Yes No

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

Name: RIORDAN & MCKINZIE

Internal Address: _____

Street Address: 300 South Grand Avenue

29th Floor,

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved in this request for correction: [73]

7. Total fee (37 CFR 3.41) \$ 1,840.00

Enclosed Check No.

Any additional fees which may be required are

Authorized to be charged to deposit account

No. 50-1367

8. Deposit account number:

(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.

Scott R. Miller, Esq.
Name of Person Signing

Signature

September 20, 2001
Date

Total number of pages including cover sheet, attachments, and documents: [6 including check]

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the date needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C., 20503.

TRADEMARK

**CONTINUATION SHEET FOR
DOCUMENT COVER SHEET
RECORDATION OF TRADEMARKS**

Registration Nos.
2,228,221
2,245,681
2,358,182
2,327,197
2,245,677
2,176,867
2,229,556
2,289,282
2,226,613
2,234,955
2,113,982
2,192,674
2,179,230
2,129,991
2,140,161
2,061,154
2,047,543
2,186,304
2,082,603
2,177,164
2,141,732

2,095,713
2,233,137
2,159,221
2,185,172
2,004,024
2,024,559
2,024,541
1,994,750
2,007,125
2,011,414
1,979,299
1,921,806
1,935,027
1,970,840
1,939,364
1,965,964
2,037,428
1,960,866
1,944,381
1,865,655
1,988,862
1,944,560
2,021,574
1,994,321
1,850,618
1,960,730
1,868,463

1,873,215
1,898,022
1,873,338
1,914,114
1,873,183
1,870,237
1,899,628
1,807,176
1,729,597
1,733,304
1,769,815
1,706,445
1,796,822
1,663,236
1,537,294
1,536,268
1,537,293
1,488,915
1,498,380
1,300,346
1,300,347
1,300,345
1,317,795
1,287,778

ASSIGNMENT OF TRADEMARKS

WHEREAS, TLC EDUCATION PROPERTIES LLC, a Delaware limited liability company, with its principal place of business at 500 Redwood Blvd., Novato, California 94947 (hereinafter "Assignor"), has adopted, owns and is using the trademarks identified in Schedule A attached hereto (the "Marks") for which Assignor owns federal registrations on the Principal Register of the United States Patent and Trademark Office; and

WHEREAS, BRODERBUND PROPERTIES LLC, a Delaware limited liability company, with its principal place of business at 500 Redwood Blvd., Novato, California 94947 (hereinafter "Assignee"), desires to acquire the Marks;

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 right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the registrations and any right to recover for past infringement thereof.

This Assignment is effective as of September 14, 2001.

TLC EDUCATION PROPERTIES LLC

By David McEvoy
Name: David McEvoy
Title: Sr. Vice President, General Counsel

Schedule A

Mark	Registration Number	Registration Date
LITTLE ARK INTERACTIVE	2,348,176	05/09/00
TREASURE SEEKERS	2,228,221	03/02/99
MATH MUNCHERS	2,245,681	05/18/99
KNOWLEDGE MUNCHERS	2,358,182	06/13/00
MEGA MUNCHERS	2,327,197	03/07/00
TRIVIA MUNCHERS	2,245,677	05/18/99
Design Only	2,176,867	07/28/98
PRESCHOOL SUCCESS STARTER	2,229,556	03/02/99
EAGER'S PET SHOW	2,289,282	10/26/99
KINDERGARTEN SUCCESS STARTER	2,226,613	02/23/99
1ST GRADE SUCCESS STARTER	2,234,955	03/23/99
PAINT, WRITE & PLAY!	2,113,982	11/18/97
MY OWN PAINT SET	2,192,674	09/29/98
WONDERLINK	2,179,230	08/04/98
GREEK TUTOR	2,129,991	01/20/98
GET SET TO LEARN!	2,140,161	03/03/98
STORYQUESTS	2,061,154	05/13/97
COUNTING CRITTERS	2,047,543	03/25/97
READING GALAXY	2,186,304	09/01/98
EXPLORE YELLOWSTONE	2,082,603	07/22/97
LOGIC QUEST	2,177,164	07/28/98

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TRADEMARK
REEL: 002374 FRAME: 0991

Mark	Registration Number	Registration Date
CREATIVE WONDERS	2,141,732	03/10/98
LET'S START LEARNING	2,095,713	09/09/97
NUMBER MUNCHERS	2,233,137	03/23/99
READER RABBIT'S READING DEVELOPMENT LIBRARY	2,159,221	05/19/98
EXPLORERS OF THE NEW WORLD	2,185,172	08/25/98
ODELL DOWN UNDER	2,004,024	10/01/96
OPENING NIGHT	2,024,559	12/17/96
HEBREW TUTOR	2,024,541	12/17/96
HARRY AND THE HAUNTED HOUSE	1,994,750	08/20/96
AFRICA TRAIL	2,007,125	10/08/96
LIVING BOOKS	2,011,414	10/29/96
SPARKY THE MATH DOG	1,979,299	06/11/96
THE WRITING CENTER	1,921,806	09/26/95
VROOMBOOKS	1,935,027	11/14/95
SPACE ODYSSEY	1,970,840	04/30/96
VROOMBOOKS	1,939,364	12/05/95
MUSEUM MADNESS	1,965,964	04/02/96
THE ADVENTURES OF NIKKO	2,037,428	02/11/97
TREASURE GALAXY	1,960,866	03/05/96
TROGGLE TROUBLE	1,944,381	12/26/95
GIZMOS & GADGETS!	1,865,655	12/06/94
WORDMAZE	1,988,862	07/23/96
WORDQUEST	1,944,560	12/26/95

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TRADEMARK
REEL: 002374 FRAME: 0992

Mark	Registration Number	Registration Date
THE CHILDREN'S WRITING AND PUBLISHING CENTER	2,021,574	12/10/96
OPERATION NEPTUNE	1,994,321	08/20/96
MIDNIGHT RESCUE!	1,850,618	08/23/94
THE YUKON TRAIL	1,960,730	03/05/96
WHERE IN THE USA IS CARMEN SAN DIEGO? DELUXE	1,868,463	12/20/94
STUDENT WRITING CENTER	1,873,215	01/10/95
THE BACKYARD	1,898,022	06/06/95
DINOPARK TYCOON	1,873,338	01/10/95
TEDDY'S BIG DAY	1,914,114	08/22/95
Design Only	1,873,183	01/10/95
TITANIUM SEAL	1,870,237	12/27/94
THE CHILDREN'S WRITING AND PUBLISHING CENTER: SPANISH VERSION	1,899,628	06/13/95
MECC	1,807,176	11/30/93
ANCIENT EMPIRES	1,729,597	11/03/92
DR. QUANDARY	1,733,304	11/17/92
THE TREEHOUSE	1,769,815	05/11/93
READER RABBIT 2	1,706,445	08/11/92
LIVING BOOKS	1,796,822	10/05/93
THE PLAYROOM	1,663,236	11/05/91
WRITER RABBIT	1,537,294	05/02/89
THINK QUICK!	1,536,268	04/25/89

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Mark	Registration Number	Registration Date
MATH RABBIT	1,537,293	05/02/89
GEOMETRY	1,488,915	05/17/88
SCIENCE TOOLKIT	1,498,380	08/02/88
BUMBLE GAMES	1,300,346	10/16/84
GERTRUDE'S PUZZLES	1,300,347	10/16/84
GERTRUDE'S SECRETS	1,300,345	10/16/84
MOPTOWN HOTEL	1,317,795	02/05/85
SPELLICOPTER	1,287,778	07/31/84

::ODMA\MHODMA\LADOCS;438956;1

RECORDED: 09/20/2001

**TRADEMARK
REEL: 002374 FRAME: 0994**