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Form PTO-1594 (Rev. 03.01) OMB No. 0651-0027 (exp. 5/31/2002)

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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Loose Leaf Systems, Inc. dba Educational Systems, International
[ ] Individual(s) [ ] Association
[ ] General Partnership [ ] Limited Partnership
[X] Corporation-State of California
[ ] Other
Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies)
Name: True Colors
Internal Address:
Street Address: 12395 Doherty Street
City: Riverside State: CA Zip: 92503
[ ] Individual(s) citizenship
[ ] Association
[ ] General Partnership
[ ] Limited Partnership
[X] Corporation-State California
[ ] Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [X] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [X] No

3. Nature of conveyance:
[X] Assignment [ ] Merger
[ ] Security Agreement [ ] Change of Name
[ ] Other
Execution Date: 03/14/2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/228,654
B. Trademark Registration No.(s) 2,278,300
Document ID No.: 101793470
Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kit M. Stetina
STETINA BRUNDA GARRED & BRUCKER
Internal Address:
Street Address: 75 Enterprise, Suite 250
City: Aliso Viejo State: CA Zip: 92656

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$
[ ] Enclosed
[ ] Authorized to be charged to deposit account
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.
Mark B. Garred
Name of Person Signing
Signature
Date 10/10/01

Total number of pages including cover sheet, attachments, and document.

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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To the Honorable Commissioner of Patents

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Loose Leaf Systems, Inc. dba Educational Systems International

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State of California, Other

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

3. Nature of conveyance:

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

Execution Date: 03/14/2001

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Internal Address:

Street Address: 12395 Doherty Street

City: Riverside State: CA ZIP: 92503

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State California, 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) 75/228,654

B. Trademark Registration No.(s) 2,278,300

Document ID No.: 101689743

Additional numbers attached? Yes No

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

Name: Kit M. Stetina STETINA BRUNDA GARRED & BRUCKER Internal Address:

Street Address: 75 Enterprise, Suite 250

City: Aliso Viejo State: CA ZIP: 92656

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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.

Kit M. Stetina Name of Person Signing

Signature

7/18/01 Date

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

ASSIGNMENT

WHEREAS, Loose Leaf Systems, Inc., dba Educational Systems International, a California corporation, having a principal place of business at 2875 Sampson Avenue, Corona, California, 91719 (hereinafter "ASSIGNOR"), has adopted, used, and is using a mark which is registered in the United States Patent and Trademark Office, Registration No. 2,278,300, registered on September 14, 1999, for the mark TRUE COLORS CLASSRUNNER for printed matter, namely printed forms for classroom instruction and management, (hereinafter "mark"); and

WHEREAS, TRUE COLORS a California corporation, having a principal place of business at 12395 Doherty Street, Riverside, California, 92503-4842, (hereinafter "ASSIGNEE"), is desirous of acquiring said mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said ASSIGNOR does hereby assign unto said ASSIGNEE, all right, title, and interest in and to said mark, together with the goodwill of the business symbolized by the mark in the above-identified registration thereof.

IN TESTIMONY WHEREOF, ASSIGNEE hereunto sets its hand and seal this 14 day of MARCH, 2001.

ASSIGNOR: Loose Leaf Systems, Inc., dba Educational Systems International

By: [Signature]  
Name: John Butler  
Title: Vice-President

State of California )  
                  Riverside ) SS:  
County of Orange )

On this 14 day of MARCH, 2001, before me, William O. VAUGHN, a Notary Public in and for the State and County aforesaid, personally appeared John Butler personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument and acknowledged the same to be his free act and deed.

SEAL:

[Signature]  
Notary Public

