

01-31-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

TLC Productivity Properties LLC

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other limited liability company

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 09/13/2001

2. Name and address of receiving party(ies)

Name: Learning Services, LLC

Internal Address:

Address:

Street Address: 500 Redwood Boulevard

City: Novato State: CA Zip: 94947

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other limited liability company

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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,596,926

Additional number(s) attached Yes No

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

Name: Scott R. Miller

Internal Address:

Street Address: 300 S. Grand Avenue

Twenty-Ninth Floor

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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9. Signature.

Scott R. Miller

Signature

December 19, 2001

Date

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Total number of pages including cover sheet, attachments, and document: 7

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

TRADEMARK REEL: 002434 FRAME: 0027

TRADEMARK ASSIGNMENT

WHEREAS, the TLC Productivity Properties LLC, a Delaware limited liability company, with its principal place of business at 500 Redwood Boulevard, Novato, California 94947 (hereinafter "Assignor"), has adopted, owns and is using as of the effective date noted below the Mark LS LEARNING SERVICES & Design (the "Mark"); and

WHEREAS, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office for the following goods: "mail order catalog and retail store services in the field of computer products, including computers, computer software and peripherals" in International Class 042, Registration No. 1,596,926, registered on May 15, 1990 (the "Registration"); and

WHEREAS, Learning Services, LLC, an Oregon limited liability company, with its principal place of business at 500 Redwood Boulevard, Novato, California 94947 (hereinafter "Assignee"), desires to acquire the Mark and the Registration;

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 Mark and the registration, together with the goodwill of the business symbolized by the Mark, and the registrations and any right to cover for past infringement thereof.

This Assignment is effective as of September 13, 2001.

TLC PRODUCTIVITY PROPERTIES LLC

By David McEvoy
David McEvoy, Vice President

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