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

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

1. Name of conveying party(ies): Findel Education Limited

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other United Kingdom Corporation

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

3. Nature of conveyance:

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

Execution Date: 11/21/01

2. Name and address of receiving party(ies)

Name: World Class Learning Materials, Inc

Internal Address:

Address:

Street Address: 111 Kane Street

City: Baltimore State: MD Zip: 21224

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Maryland, 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 registration number(s):

A. Trademark Application No.(s) 76/169,158; 76/179,735

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Theodore D. Lienesch

Internal Address:

Street Address: Thompson Hine LLP 2000 Courthouse Plaza NE, 10 W. Second St.

City: Dayton State: OH Zip: 45402

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

Charge additional fees to account No. 20-0809

DO NOT USE THIS SPACE

9. Signature.

Theodore D. Lienesch Name of Person Signing

Handwritten signature

Signature

1/3/01

Date

Total number of pages including cover sheet, attachments, and document: 2

02/01/2002 LINDELLER 00000149 76169158

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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40.00 OP 25.00 OP

TRADEMARK REEL: 002436 FRAME: 0320

**ASSIGNMENT - U.S. TRADEMARKS**

WHEREAS, **FINDEL EDUCATION PLC**, a United Kingdom corporation having a place of business at Novara House, Excelsior Road, Leicestershire LE 65 1NG, United Kingdom (hereinafter "Assignor"), is the owner of the following trademarks and applications/registrations thereof at the United States Patent and Trademark Office:

Trademark	Serial No.	Filing Date
SPEAKING OF . . . and design	76/169,158	November 21, 2000
MATCH-MATES	76/179,735	December 12, 2000

WHEREAS, **WORLD CLASS LEARNING MATERIALS, INC.**, a Maryland corporation having a place of business at 111 Kane Street, Baltimore, Maryland 21224 (hereinafter "Assignee"), desires to acquire ownership of the trademarks and applications/registrations thereof listed above, along with the portion of the Assignor's business to which the trademarks and the applications/registrations thereof pertain;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration given by Assignee to Assignor, Assignor hereby assigns to Assignee all right, title and interest in the United States in and to said trademarks and said applications/registrations thereof, together with the goodwill of the business symbolized by said trademarks and said applications/registrations, along with the portion of the Assignor's business to which the trademarks and the applications/registration thereof pertain.

IN WITNESS WHEREOF, Assignor, by its duly authorized officer, does hereby set its hand and seal as of this 21<sup>st</sup> day of November, 2001.

FINDEL EDUCATION **PLC**

By:

*Philip Isherwood*  
 Name: Philip Isherwood  
 Title: Director

State of Maryland  
 County of Baltimore  
 City

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of November, 2001, by Philip Isherwood, Director of **Finde Education PLC**, a United Kingdom corporation, on behalf of the corporation.

*Kathleen Patterson*  
 Notary Public