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MAD 6.27.02*

06-27-2002



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FORM PTO-1004 (Modified) Rev. 8-00 OMB No. 0661-0011 (required) Copyright 1994 by LegaleStar TM/US/REV/02	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	Docket No.:
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <u>W. Clement Stone and Jessie V. Stone</u> <u>445 North Sheridan Road</u> <u>Winnatka, Illinois 60093</u></p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>The Napoleon Hill Foundation</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>P.O. Box 1277</u></p> <p>City: <u>Wise</u> State: <u>VA</u> ZIP: <u>20293</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>South Carolina not-for-profit</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic designation is <input type="checkbox"/> Yes <input checked="" type="checkbox"/> N (Designations must be a separate document from Additional name(s) & address(es) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> N</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Correction to delete Trademark Registration Nos</u> <u>1,193,755; 746,950; 1,382,299; 1,382,298 from</u> <u>Execution Date: January 17, 2001 Reel/Frame 2243/009</u></p>	

<p>4. Application number(s) or registration numbers(s):</p> <p>A. Trademark Application No.(s)</p> <p>B. Trademark Registration No.(s) <u>1,149,651</u></p> <p>Additional numbers <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Sana Hakim, Esq.</u></p> <p>Internal Address: <u>Bell Boyd & Lloyd LLC</u></p> <p>Street Address: <u>P.O. Box 1135</u></p> <p>City: <u>Chicago</u> State: <u>IL</u> ZIP: <u>60690</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41):.....\$ _____</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <i>Charge 40</i></p> <p>8. Deposit account number: <u>02-1818</u></p>
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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.

Sana Hakim, Esq. *[Signature]* April 1, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and 14

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FORM PT-0159 (Modified)
(Rev. 5-03)
DWP No. 0021-0011 (Rev. 4/94)
Copyright © 2001 LegalStar
TMDB/REV. 1

RECORDATION FORM COVER SHEET
TRADEMARKS

1-02-2001 No.:

101624812 copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):
W. Clement Stone and Jessie V. Stone
445 North Sheridan Road
Winnetka, Illinois
2-12-01
02-12-2001
U.S. Patent & Trademark Mail Report, PTO

1a and address of receiving party(ies):
1b: The Napoleon Hill Foundation
mail Address: _____
Street Address: P.O. Box 1277
City: Wise State: VA ZIP: 20293

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 17, 2001

4. Application number(s) or registration numbers(s):
A. Trademark Application No.(s)
03/01/2001 BTM11 0000077 1193755
01 FC:461 40.00 OP
02 FC:462 100.00 OP
Additional numbers _____

B. Trademark Registration No.(s)
1,193,755 1,382,298
746,950 1,149,651
1,382,299
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Sana Hakim, Esq.
Internal Address: _____
Bell Boyd & Loyd LLC
Street Address: P.O. Box 1120
City: Chicago State: IL ZIP: 60690

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41):.....\$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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.
Sana Hakim, Esq. Signature February 13, 2001 Date
Name of Person Signing

Total number of pages including cover sheet, attachments, and 11

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ASSIGNMENT OF TRADEMARKS AND COPYRIGHTS

WHEREAS, W. CLEMENT STONE and JESSIE V. STONE, both citizens of the United States of America, whose address is 445 North Sheridan Road, Winnetka, Illinois, are the owners of certain copyrights and copyright registrations, including without limitation those set forth in the attached Schedule A, and have adopted, used and are using certain trademarks, some of which have been registered; and

WHEREAS, THE NAPOLEON HILL FOUNDATION, a South Carolina not-for-profit corporation, having its principal place of business at P.O. Box 1277, Wise, Virginia 20293, is desirous of acquiring the entire, right, title and interest in and to said copyrights, copyright registrations, trademarks and trademark registrations.

WHEREAS, the parties hereto desire to memorialize their understanding that THE NAPOLEON HILL FOUNDATION shall own all right, title and interest in and to said copyrights, copyright registrations, trademarks and trademark registrations as set forth in this Agreement.

NOW, THEREFORE, effective this 17th day of January, 2001, W. CLEMENT STONE and JESSIE V. STONE do hereby sell, assign, and transfer to THE NAPOLEON HILL FOUNDATION, their entire right, title and interest in and to, to the extent of their ownership, every copyright and copyright registration they own, including without limitation, those set forth in the attached Schedule A, and any renewals and extensions thereof, and in and to all works based upon, derived from, or incorporating the works covered by such copyrights, and all their right, title and interest in and to, to the extent of their ownership, every trademark and trademark registration they own, including, without limitation, that set forth in the attached Schedule A, together with all common law rights and goodwill of the business symbolized by said trademarks, in and to all income, royalties, damages, claims and payments

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now or hereafter due or payable with respect thereto, and in and to all causes of action, either in law or in equity, for past, present, or future infringement based on said copyrights or trademarks, and in and to all rights corresponding to the foregoing throughout the world, except for the following copyrights and trademarks:

- Success Through a Positive Mental Attitude (sound recordings), SR89622.
- Success Through a Positive Mental Attitude, RE417005.
- The Success System That Never Fails.
- How To Get What You Want, by Zig Ziglar.

- PMA, Registration No. 1,193,755
- PMA, Registration No. 746,950
- PMA, Registration No. 1,382,299
- PMA, Registration No. 1,382,298
- PMA, Illinois Registration No. 35,655

W. CLEMENT STONE and JESSIE V. STONE agree to execute all papers and to perform such other proper acts as may be necessary to secure the rights herein assigned.

IN WITNESS WHEREOF, W. CLEMENT STONE and JESSIE V. STONE have caused this Assignment as of the 17th day of January, 2001.

W. CLEMENT STONE
W. Clement Stone

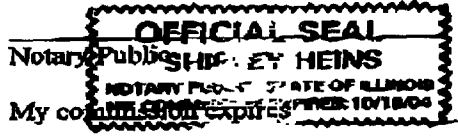
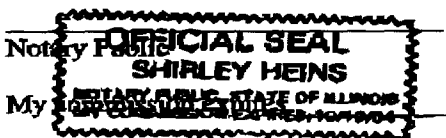
JESSIE V. STONE
Jessie V. Stone
By W. Clement Stone under Power of Attorney for Jessie V. Stone

STATE OF Illinois }
COUNTY OF Cook } SS.

STATE OF Illinois }
COUNTY OF Cook } SS.

The foregoing instrument was acknowledged before me this 17th day of January, 2001 by Shirley Heins.

The foregoing instrument was acknowledged before me this 17th day of January, 2001 by Shirley Heins.



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**Schedule A to
Assignment of Trademarks and Copyrights
by W. CLEMENT STONE and JESSIE V. STONE
to THE NAPOLEON HILL FOUNDATION**

A. Trademarks

1. Success Unlimited, Reg. No. 1149651

B. Copyrights

1. Law of Success in 16 Valuable Lessons: Teaching in Practical, Easy to Understand Terms the True Philosophy on Which All Personal and Professional Success is Built. By Napoleon Hill, 1978.
2. A Treasury of Success Unlimited. No. 901183.
3. Your Greatest Power. By J. Martin Kohe. RE 84-900
4. All issues of Success Unlimited and Success magazines, including, but not limited to:

<u>Volume</u>	<u>Date</u>	<u>Renewal Number</u>
Volume 1, No. 1	May 1954	RE150178
Volume 1, No. 2	June 1954	RE150179
Volume 1, No. 3	July 1954	RE150180
Volume 1, No. 4	August 1954	RE150181
Volume 1, No. 5	September 1954	RE150182
Volume 1, No. 6	October 1954	RE150183
Volume 1, No. 7	November 1954	RE150184
Volume 1, No. 8	December 1954	RE150185
Volume 1, No. 9	January 1955	RE173612
Volume 1, No. 10	February 1955	RE173611
Volume 2, No. 1	March 1955	RE173610
Volume 2, No. 2	April 1955	RE173603
Volume 2, No. 3	May 1955	RE173604
Volume 2, No. 4	June 1955	RE173605
Volume 2, No. 5	July 1955	RE173606
Volume 2, No. 6	August 1955	RE173607
Volume 2, No. 7	September 1955	RE173608
Volume 2, No. 8	October 1955	RE173609
Volume 2, No. 9	November 1955	RE173615
Volume 2, No. 10	December 1955	RE173614
Volume 3, No. 1	January 1956	RE173613
Volume 3, No. 2	February 1956	RE220824
Volume 3, No. 3	March 1956	RE240809
Volume 3, No. 4	April 1956	RE240808
Volume 3, No. 5	May 1956	RE240807
Volume 3, No. 6	June 1956	RE240806

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<u>Volume</u>	<u>Date</u>	<u>Renewal Number</u>
Volume 3, No. 6 (misnumbered)	July 1956	RE240810
Volume 3, No. 7 (misnumbered)	August 1956	RE240805
Volume 3, No. 9	September 1957	RE240804
Volume 3, No. 10	October 1956	RE240811
Volume 3, No. 11	November 1956	RE240812
Volume 3, No. 12	December 1956	RE240813
Volume 4, No. 1	January 1957	RE240814
Volume 4, No. 2	February 1957	RE235434
Volume 4, No. 3	March 1957	RE235435
Volume 4, No. 4	April 1957	RE235436
Volume 4, No. 5	May 1957	RE235437
Volume 4, No. 6	June 1957	RE235438
Volume 4, No. 7	July 1957	RE235439
Volume 4, No. 8	August 1957	RE235440
Volume 4, No. 9	September 1957	RE235441
Volume 4, No. 10	October 1957	RE235442
Volume 4, No. 11	November 1957	RE235443
Volume 4, No. 12	December 1957	RE235444
Volume 5, No. 1	January 1958	RE309361
Volume 5, No. 2	February 1958	RE309362
Volume 5, No. 3	March 1958	RE309363
Volume 5, No. 4	April 1958	RE309364
Volume 5, No. 5	May 1958	RE309365
Volume 5, No. 6	June 1958	RE309366
Volume 5, No. 7	July 1958	RE309367
Volume 5, No. 8	August 1958	RE309368
Volume 5, No. 9	September 1958	RE309369
Volume 5, No. 10	October 1958	RE309370
Volume 5, No. 11	November 1958	RE309371
Volume 5, No. 12	December 1958	RE309372
Volume 6, No. 3	March 1959	RE352885
Volume 6, No. 4	April 1959	RE352886
Volume 6, No. 5	May 1959	RE352887
Volume 6, No. 6	June 1959	RE352888
Volume 6, No. 7	July 1959	RE352889
Volume 6, No. 8	August 1959	RE352890
Volume 6, No. 9	September 1959	RE352891
Volume 6, No. 10	October 1959	RE352892
Volume 6, No. 11	November 1959	RE352893
Volume 6, No. 12	December 1959	RE352894
Volume 7, No. 2	February 1960	RE361386
Volume 7, No. 3	March 1960	RE401559
Volume 7, No. 4	April 1960	RE401560
Volume 7, No. 5	May 1960	RE401561
Volume 7, No. 6	June 1960	RE401562

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<u>Volume</u>	<u>Date</u>	<u>Renewal Number</u>
Volume 7, No. 7	July 1960	RE401563
Volume 7, No. 8	August 1960	RE401564
Volume 7, No. 9	September 1960	RE401565
Volume 7, No. 10	October 1960	RE401566
Volume 7, No. 11	November 1960	RE401567
Volume 7, No. 12	December 1960	RE401568
Volume 8, No. 1	January 1961	RE401569
Volume 8, No. 2	February 1961	RE445746
Volume 8, No. 3	March 1961	RE445747
Volume 8, No. 4	April 1961	RE445748
Volume 8, No. 5	May 1961	RE445749
Volume 8, No. 6	June 1961	RE445752
Volume 8, No. 7	July 1961	RE445750
Volume 8, No. 8	August 1961	RE445751
Volume 8, No. 9	September 1961	RE445753
Volume 8, No. 10	October 1961	RE445754
Volume 8, No. 11	November 1961	RE445755
Volume 8, No. 12	December 1961	RE445756
Volume 9, No. 1	January 1962	RE445757
Volume 9, No. 2	February 1962	RE489811
Volume 9, No. 3	March 1962	RE489809
Volume 9, No. 4	April 1962	RE489810
Volume 9, No. 5	May 1962	RE489812
Volume 9, No. 6	June 1962	RE489813
Volume 9, No. 7	July 1962	RE489814
Volume 9, No. 8	August 1962	RE489815
Volume 9, No. 9	September 1962	RE489816
Volume 9, No. 10	October 1962	RE489817
Volume 9, No. 11	November 1962	RE489818
Volume 9, No. 12	December 1962	RE489819
Volume 10, No. 1	January 1963	RE546061
Volume 10, No. 2	February 1963	RE546062
Volume 10, No. 3	March 1963	RE546063
Volume 10, No. 4	April 1963	RE546064
Volume 10, No. 5	May 1963	RE546065
Volume 10, No. 6	June-July 1963	RE546066
Volume 10, No. 8	August 1963	RE546067
Volume 10, No. 9	September 1963	RE546068
Volume 10, No. 10	October 1963	RE546069
Volume 10, No. 11	November 1963	RE546070
Volume 10, No. 12	December 1963	RE546071
Volume 11, No. 1	January 1964	RE597272
Volume 11, No. 2	February 1964	RE597271
Volume 11, No. 3	March 1964	RE597273
Volume 11, No. 4	April 1964	RE597274
Volume 11, No. 5	May 1964	RE597275
Volume 11, No. 6	June 1964	RE595682

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<u>Volume</u>	<u>Date</u>	<u>Renewal Number</u>
Volume 11, No. 7	July 1964	RE595683
Volume 11, No. 8	August 1964	RE595680
Volume 11, No. 9	September 1964	RE595681
Volume 11, No. 10	October 1964	RE595685
Volume 11, No. 11	November 1964	RE595684
	December, 1964	B169,915
	February, 1965	B183,129
	March, 1965	B183,130
	June, 1965	B201,260
	August, 1965	B212,135
	December, 1965	B231,257
	October, 1966	B296,292
	November, 1966	B300,509
	December, 1968	B470,006
	January, 1971	B642,633
	February, 1971	B650,048
	May, 1971	B668,734
	June, 1971	B679,944

5. Believe and Achieve. By W. Clement Stone and Samuel A. Cypert.
(formerly titled W. Clement Stone's New Formula for Success)
6. How to Attract Men and Money. By Napoleon Hill and Rosalie Hill. R421967
7. How to Sell Your Way Through Life. By Napoleon Hill.