

05-06-2002



102079632

To the Honorable Commissioner of Patents and Trademarks: Please:

1. Name of conveying party(ies):

EDUCATIONAL MARKETING CONCEPTS, INC.

- Individual(s)
- General Partnership
- Corporation-DE
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: MEGASYSTEMS, INC.

Internal Address:

Street Address: 1515 Locust Street, Suite 700

City: Philadelphia State: PA ZIP: 19102

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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

3. Nature of conveyance:

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

Execution Date: 03/28/2002

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,133,255; 2,124,339; 2,136,225; 2,376,228; 2,378,236;
2,378,235; 2,409,562; 2,378,237; 2,388,831; 2,378,238;
2,497,243; 2,346,180; 2,354,165; 2,093,802

Additional Application/Registration Numbers attached? Yes No

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

Name: Roger W. Herrell, Esq.

Address: DANN, DORFMAN, HERRELL AND SKILLMAN, P.C.

1601 Market Street, Suite 720

Philadelphia, Pennsylvania 19103-2307

Telephone: (215) 563-4100 Facsimile: (215) 563-4044

6. Total number of applications and registrations involved:.....

14

7. Total Fee (37 CFR 3.41).....\$ 365.00

- Enclosed
- Authorized to be charged to deposit account

8. In the event a fee is required and is not enclosed, or the check enclosed is improper, or the fee calculation is in error, the Commissioner is authorized to charge any underpayment or credit any overpayment to the account of the undersigned attorneys.

Deposit Account Number: 04-1406

05/03/2002 BBYRNE 00000103 2133255

01 FC:481 40.00 OP
02 FC:482 325.00 OP

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.

ROGER W. HERRELL, ESQ.
Name of Attorney Signing

Signature of Attorney

April 9, 2002
Date

Total number of pages including cover sheet, attachments and document: 2 plus pcard & check

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

TRADEMARK ASSIGNMENT

WHEREAS, EDUCATIONAL MARKETING CONCEPTS, INC., a corporation of the State of Delaware, ("ASSIGNOR"), adopted and used the below listed trademarks and is the owner of the below listed United States Trademarks (hereinafter "the Marks"):

<u>MARK</u>	<u>REGISTRATION NO.</u>
EDUCATIONAL MARKETING CONCEPTS	2,133,255
EMC (STYLIZED)	2,124,339
EMC FILMS & DESIGN	2,136,225
MEGA 2D (Class 09)	2,376,228
MEGA 2D (Class 41)	2,378,236
MEGA 3D (Class 09)	2,378,235
MEGA 3D (Class 41)	2,409,562
MEGA 5/70	2,378,237
MEGA 8/70	2,388,831
MEGA MOTION PICTURES	2,378,238
MEGASYSTEMS (Class 09)	2,497,243
MEGASYSTEMS (Class 41)	2,346,180
MEGASYSTEMS (Class 35)	2,354,165
SCIENCE MUSEUMS OF AMERICA	2,093,802

WHEREAS, MEGASYSTEMS, INC., a corporation of the State of Delaware, located at 1515 Locust Street, Suite 700, Philadelphia, PA 19102, ("ASSIGNEE"), desires to acquire the entire right, title and interest in and to the Marks and the registrations thereof, together with the goodwill of the business symbolized by the Marks, including the right to bring actions for infringement of the Marks occurring prior to the date of this Assignment;

NOW, THEREFORE, in consideration of the amount of One (\$1.00) Dollar, and other good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over to said ASSIGNEE all its right, title and interest in and to the Marks, and the above-identified registrations for the Marks, including

all common law rights, together with the goodwill of the business symbolized by the Marks and the registrations for the Marks, and including the right to sue and recover for any past infringement of the Marks, said rights to be held and enjoyed by ASSIGNEE for its own use and benefit and for the use and benefit of its successors, assigns or legal representatives, as fully and entirely as the same would have been held and enjoyed by said ASSIGNOR if this Assignment and sale had not been made.

IN WITNESS WHEREOF, ASSIGNOR has executed this Assignment as of this 28th day of March, 2002.

EDUCATIONAL MARKETING CONCEPTS, INC.

BY: Cathy Neifeld
NAME: Cathy Neifeld
TITLE: Secretary