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TRAD



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DEPARTMENT OF COMMERCE  
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):

International Learning Works, Inc.

5-28-02

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

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

3. Nature of conveyance:

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

Execution Date: 5/17/2002

2. Name and address of receiving party(ies)

Name: Lore International Institute, Inc.

Internal

Address:

Street Address: P.O. Box 1287

City: Durango State: CO Zip: 81302

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

B. Trademark Registration No.(s) 2299000

Additional number(s) attached  Yes  No

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

Name: John W.L. Ogilvie

Internal Address:

Street Address: Computer Law++

1211 East Yale Avenue

City: Salt Lake City State: UT Zip: 84105

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

John W.L. Ogilvie

Name of Person Signing

Signature

22 May 2002

Date

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

2

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

TRADEMARK  
REEL: 002526 FRAME: 0388

# TRADEMARK TRANSFER AGREEMENT

THIS AGREEMENT, effective as of May 16, 2002, is made by and between International Learning Works, Inc. a Colorado corporation having an address of P.O. Box 1310, Durango, Colorado 81302 ("ILW"), and Lore International Institute, Inc., a Colorado corporation having an address of P.O. Box 1287, Durango CO 81302 ("Lore").

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties agree as follows:

ILW hereby assigns to Lore, and Lore accepts, all right, title, and interest of ILW in the trade names and trade marks of ILW, including all goodwill of ILW symbolized by those marks, including without limitation all rights in the following mark and trademark registration, all renewal rights, and the exclusive right to enforce and to obtain registrations of the marks in the United States and throughout the world in Lore's name:

U.S. Registration No. 2,299,000 of TARGET...PLANET EARTH

This Agreement is binding upon and inures to the benefit of the parties and their successors and assigns. Even if part of this Agreement is found unenforceable, the remaining parts are still enforceable. Any failure to exercise rights under this Agreement does not mean those rights are waived. This Agreement contains the entire understanding of the parties regarding its subject matter.

IN WITNESS WHEREOF, the parties are authorized to, and do hereby execute, this Agreement:

International Learning Works, Inc.

Signed: Terryl P. Leroux  
Printed Name: Terryl P. Leroux  
Title: Secretary / Treasurer  
Date: 5/17/2002

Lore International Institute, Inc.

Signed: Terry R. Bacon  
Printed Name: Terry R. Bacon  
Title: Chief Executive Officer  
Date: 5/17/2002

Acknowledgement

Notary Seal:

Notary Signature: Sharon Hubbs  
Date Witnessed: 05/17/02  
Date Commission Expires: 06/02/2005