

08-12-2002



102187236

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

336 7

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

08-07-02

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date March 7, 2002
Month Day Year
- Change of Name
- Other:

Conveying Party

Mark if additional names of conveying parties attached

Name Gateway Learning Corporation

Execution Date
Month Day Year
March 7, 2002

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name RVG III, L.P.

DBA/AKA/TA

Composed of

Address (line 1) One Maritime Plaza, Suite 1330

Address (line 2)

Address (line 3) San Francisco, CA 94111

City State/County Zip

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

08/09/2002 AAHMED1 00000134 76078720

01 FC:481
02 FC:482

40.00 OP
1075.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Page 2

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name
Address (line 1)
Address (line 2)
Address (line 3)
Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (206) 623-7580

Name Heather Fox
Address (line 1) Preston Gates & Ellis LLP
Address (line 2) 701 Fifth Avenue
Address (line 3) Suite 5000
Address (line 4) Seattle, WA 98104

Pages

Enter the total number of pages of the attached conveyance document including any attachments.
7

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
76/078,720	76/078,718	76/078,721	1,877,587	2,224,496	2,287,035
76/078,719	76/078,717	76/078,716	2,421,711	1,921,921	1,950,123
75/457,871	75/453,667	75/453,721	2,407,092	1,872,425	1,876,555

Number of Properties

Enter the total number of properties involved # 44

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$1115.00

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account).

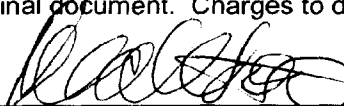
Deposit Account Number: # 162456

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Heather Fox
Name of Person Signing


Signature

8/2/02
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
 Other
 Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City, State/Country/Zip Code

- Individual General Partnership Limited Partnership
 Corporation Association
 Other
 Citizenship/State of Incorporation/Organization

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Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
75/453,668	75/453,669	75/742,065	2,050,379	2,355,758	2,052,082
75/742,066	75/393,711	75/393,742	2,348,348	2,419,481	1,944,887
75/393,716	75/807,704	75/636,878			
75/636,879	75/809,709	75/453,725			
75/807,703	76/071,959	75/856,661			
75/856,667	75/856,666	75/887,242			
76/004,401	75/393,710				

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MEMORANDUM OF ASSIGNMENT AS SECURITY OF TRADEMARK

THIS MEMORANDUM OF ASSIGNMENT AS SECURITY OF TRADEMARK ("Memorandum") is entered into by Gateway Learning Corporation, a Delaware corporation ("Debtor") for the benefit of RVG III, L.P. ("Secured Party").

Debtor hereby acknowledges that Debtor has granted to Secured Party a security interest in, among other things, all right, title and interest of Debtor in intangible personal property consisting of trademarks and service marks, and U.S. and foreign trademark and service mark registrations and applications for registration, and the goodwill of Debtor's business, all as evidenced by that certain Security Agreement dated as of December 29, 2000 between Debtor and Secured Party ("Security Agreement"), which Security Agreement is incorporated herein by this reference. Without limiting the generality of the foregoing or the Security Agreement, Debtor acknowledges and agrees that Debtor has granted a security interest to Secured Party in all of Debtor's rights in the U.S. trademark and service mark registrations and applications for registration listed in Exhibit A attached hereto and incorporated herein by this reference.

This Memorandum is executed on the date set forth below by a duly authorized officer or agent of Debtor and is submitted for recording in the U.S. Patent and Trademark Office.

Debtor's Address:

Gateway Learning Corporation
665 Third Street, Suite 225
San Francisco, CA 94107

DEBTOR:

GATEWAY LEARNING CORPORATION
By [Signature]
Its President

Date of Execution 3/7/02

Secured Party's Address:

RVG III, L.P.
One Maritime Plaza, Suite 1330
San Francisco, CA 94111

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of: San Francisco

On March 7, 2002 before me, Meridith I. Zomalt
Date Name, Title of Officer-e.g., Jane Doe, Notary Public

personally appeared Paul Westland
Name of Signer(s)

personally known to me - OR

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.
WITNESS my hand and official seal



Meridith I. Zomalt
Signature of Notary Public

EXHIBIT A

MARK	FILED	STATUS
1-800-222-3334	1/5/94	Abandoned
1-800-544-READ	7/7/93	Abandoned
1-800-ABCDEFG	7/7/93	Abandoned
1-800-ABCDEFG	1/5/94	Registered
1-800-PHONICS	7/7/93	Abandoned
1-800-READING	7/7/93	Abandoned
1-800-REMEMBER	8/27/93	Abandoned
1-855-ABCDEFG	6/27/00	Pending
1-855-PHONICS	6/27/00	Pending
1-855-READING	6/27/00	Pending
1-866-ABCDEFG	6/27/00	Pending
1-866-PHONICS	6/27/00	Pending
1-866-READING	6/27/00	Pending
1-877-ABCDEFF	3/27/98	Allowed
1-877-ABCDEFG	3/20/98	Allowed
1-877-PHONICS	3/20/98	Pending
1-877-READING	3/20/98	Pending
1-877-REMEMBER	3/20/98	Allowed
1-888-544-READ	8/3/95	Abandoned
1-888-544-READ (re-file)	7/1/99	Pending
1-888-ABCDEFF	3/27/98	Abandoned
1-888-ABCDEFG	7/17/95	Registered
1-888-PHONICS	7/17/95	Abandoned
1-888-READING	7/17/95	Abandoned
1-888-REMEMBER	8/3/95	Abandoned
1-888-REMEMBER (re-file)	7/1/99	Allowed
1-888-SPECIAL	8/3/95	Abandoned
1-888-USA-CREDIT	8/3/95	Abandoned
ABCDEFG	9/24/97	Registered
BETTER READERS MAKE BETTER STUDENTS	8/16/99	Abandoning
CAMPER KIM	11/20/97	Allowed
DESIGN (LIBRARY COLLECTION)	10/29/97	Allowed
DESIGN (RABBIT LOGO)	3/7/94	Abandoned
DESIGN (Recycle Logo)	4/12/94	Registered
DESIGN - GLOBE LOGO	3/29/94	Registered
DETECTIVE DOG	12/10/98	Allowed
DOG BUG	11/20/97	Allowed
FAMILY HEADQUARTERS	2/6/98	Abandoned
GATEWAY	9/26/95	Abandoned
GIFT OF READING	11/19/93	Abandoned
HIP-O	11/20/97	Pending

MARK	FILED	STATUS
HISTORY HEADQUARTERS	3/6/98	Abandoned
HOOKED ON BOOKS	9/24/99	Pending
HOOKED ON COMPUTERS	11/23/99	Abandoning
HOOKED ON EDUCATION	2/9/99	Pending
HOOKED ON ENGLISH	11/23/99	Abandoning
HOOKED ON FAMILY HISTORY	11/23/99	Abandoning
HOOKED ON FAMILY TREES	11/23/99	Abandoning
HOOKED ON GEOGRAPHY	11/23/99	Abandoning
HOOKED ON HISTORY	11/23/99	Abandoning
HOOKED ON LEARNING	2/9/99	Pending
HOOKED ON LITERATURE	11/23/99	Abandoning
HOOKED ON MATH	4/10/92	Registered
HOOKED ON MATH THE WIZARD	3/9/99	Abandoned
HOOKED ON NEWS	9/28/99	Pending
HOOKED ON PHONICS	3/26/92	Registered
HOOKED ON PHONICS	6/25/93	Abandoned
HOOKED ON PHONICS	9/26/95	Registered
HOOKED ON PHONICS & DESIGN	10/29/97	Registered
HOOKED ON PHONICS & DESIGN	10/2/95	Registered
HOOKED ON PHONICS PLUS	9/26/95	Abandoned
HOOKED ON STORE & DESIGN	4/25/94	Abandoned
HOOKED ON PHONICS WORKED FOR ME	3/20/98	Allowed
HOOKED ON PHONICS WORKS FOR ME	9/13/94	Abandoned
HOOKED ON READING	9/24/99	Pending
HOOKED ON SCHOOL SUCCESS	6/16/00	Pending
HOOKED ON SCIENCE	11/23/99	Abandoning
HOOKED ON SPELLING	11/23/99	Pending
HOOKED ON THINKING	11/23/99	Abandoning
HOOKED ON VOCABULARY	11/23/99	Pending
HOOKED ON WRITING	11/23/99	Pending
HOP BOOKS & DESIGN	1/7/99	Registered
HOP BOOKS HOOKED ON PHONICS LIBRARY COLLECTION	10/29/97	Allowed
HOP.COM	1/4/00	Pending
HOP.COM FROM THE CREATORS OF HOOKED ON PHONICS	3/20/00	Pending
INTERESTQUEST	12/17/99	Abandoning
KIDS HEADQUARTERS	2/9/99	Abandoned
LEARN TO READ - READ TO LEARN	8/30/93	Registered
LEARNING HEADQUARTERS	2/6/98	Abandoned
MAD DOG	11/20/97	Allowed
MASTER MATH SERIES	4/15/93	Abandoned