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 PATENT & TRADEMARK OFFICE

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Form TO-1594 RE 3/6/03 RI



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

OMB No. 0651-0027 (exp. 6/30/2005)

102380783

Tab settings

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

1. Name of conveying party(ies):
 Touchphonics Reading Systems LLC

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

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

2. Name and address of receiving party(ies)
 Name: Delta Education, LLC
 Internal c/o Wicks Group of Companies,
 Address: I.L.C.

Street Address: 405 Park Avenue
 City: New York State: NY Zip: 10022

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other Limited Liability Company DE

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 18, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2465862 and
1863200

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Thomas J. Wilson, Esq.

Internal Address: Golenbock, Eiseman, Assor,
Bell & Peskoe

Street Address: 437 Madison Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

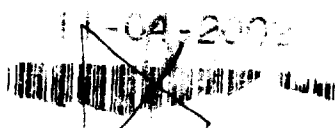
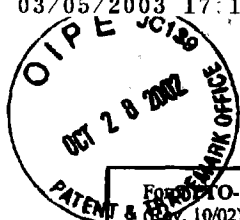
Thomas J. Wilson [Signature] 10/25/02
 Name of Person Signing Signature Date

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

11/01/2002 MUELLER 00000174 2465862
 01 FC:8521 40.00 DP
 02 FC:8522 25.00 DP

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 Washington, D.C. 20231

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6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
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9. Signature.
Thomas J. Wilson [Signature] 10/25/02
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 1

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Washington, D.C. 20231

01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

ASSIGNMENT OF TRADEMARKS, SERVICE MARKS AND TRADE NAMES

TOUCHPHONICS READING SYSTEMS LLC, a California limited liability company ("Assignor"), for valuable consideration, receipt of which is hereby acknowledged, by these presents does hereby assign, transfer and convey unto DELTA EDUCATION, LLC, a Delaware limited liability company ("Assignee"), its successors and assigns, the entire right, title and interest in and to the trademarks, service marks and trade names registered, or the subject of application for registration, in the United States Patent and Trademark Office, as listed on Schedule A annexed hereto, together with any and all renewals of any of the foregoing, along with any and all claims for past infringement, and the right to initiate suit and obtain damages and other forms of relief, both legal and equitable, arising from infringement, misappropriation or other violation whether prior to or subsequent to the date hereof, of any of such trademarks, service marks and trade names, or of any proprietary or other rights in such trademarks, service marks and trade names, together with the good will of the business symbolized by such trademarks, service marks and trade names.

TO HAVE AND TO HOLD the aforementioned properties, assets and rights unto Assignee, its successors and assigns, to and for its use forever.

Assignor shall promptly, upon the request of Assignee, execute each other instrument of assignment, transfer and conveyance as Assignee may reasonably request to permit Assignee to record the assignment made by this instrument.

Assignor and Assignee are parties to a certain Agreement, dated as of even date hereof. This Assignment is executed and delivered pursuant to said Agreement.

IN WITNESS WHEREOF, Assignor has caused this instrument to be duly executed as of October 18, 2002.

TOUCHPHONICS READING SYSTEMS LLC



Name: Louis E. Carabini

Title: President

STATE OF California
)ss.:
COUNTY OF Orange

On this 18th day of October, 2002, before me personally came Louis E. Carabini, to me known, being by me duly sworn, did depose and say that he/she is the President and an authorized signatory of TOUCHPHONICS READING SYSTEMS LLC, the limited liability company described in and which executed the foregoing instrument and that he/she executed and delivered said instrument on behalf of said limited liability company by the authority of the managers of said limited liability company.



Harvey G. Kochen
Notary Public

SCHEDULE A

United States of America

Touchphonics, registration number 2465862

222401.2

ASSIGNMENT OF TRADEMARKS, SERVICE MARKS AND TRADE NAMES

TOUCHPHONICS READING SYSTEMS LLC, a California limited liability company ("Assignor"), for valuable consideration, receipt of which is hereby acknowledged, by these presents does hereby assign, transfer and convey unto DELTA EDUCATION, LLC, a Delaware limited liability company ("Assignee"), its successors and assigns, the entire right, title and interest in and to the trademarks, service marks and trade names registered, or the subject of application for registration, in the United States Patent and Trademark Office, as listed on Schedule A annexed hereto, together with any and all renewals of any of the foregoing, along with any and all claims for past infringement, and the right to initiate suit and obtain damages and other forms of relief, both legal and equitable, arising from infringement, misappropriation or other violation whether prior to or subsequent to the date hereof, of any of such trademarks, service marks and trade names, or of any proprietary or other rights in such trademarks, service marks and trade names, together with the good will of the business symbolized by such trademarks, service marks and trade names.

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TOUCHPHONICS READING SYSTEMS LLC



Name: *Louis E. Carabini*
Title: *President*

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)ss.:
COUNTY OF Orange

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Harvey G. Kochen
Notary Public

SCHEDULE A

United States of America

soft touch fonics, registration number 1863200