

04-08-2003

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(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. 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):
Sunrock Capital Corp., a Delaware corporation

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

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

2. Name and address of receiving party(ies)
Name: Wells Fargo Business Credit, Inc.
Internal
Address: Suite 700

Street Address: 245 South Los Robles Avenue
City: Pasadena State: CA Zip: 91101

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Minnesota
 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 Merger
 Security Agreement Change of Name
 Other Assignment of Security Interest

Execution Date: 03/21/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
Please see attached Schedule A

B. Trademark Registration No.(s) _____
Please see attached Schedule A

Additional number(s) attached Yes No

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

Internal Address: _____
Attention: Penelope Agodoa
Suite 920

Street Address: _____
1030 15th Street, NW

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: **18**

7. Total fee (37 CFR 3.41).....\$ 465.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Kimberley A. Lathrop
Name of Person Signing

Kimberley A. Lathrop
Signature

April 7, 2003
Date

Total number of pages including cover sheet, attachments, and document: **4**

04/09/2003 BTOM11 00000061 75805652

01 FC:8521 40.00 OP
02 FC:8522 425.00 OP

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

TRADEMARK
REEL: 002707 FRAME: 0363

Schedule A

TRADEMARKS

Country	Trademark	Registration/ Application Number	Issue/ Filing Date
United States	Smart Kids	75805652	9/21/1999
United States	Smart Kids	75805633	9/21/1999
United States	Smart Kids	75058632	9/21/1999
United States	Smart Kids	75804455	9/21/1999
United States	Miscellaneous Design	75611345/ 2328738	12/23/1998/ 03/14/2000
United States	Miscellaneous Design	74487948/ 1892023	02/08/1994/ 05/02/1995
United States	Global Access	74499948/ 1890902	03/09/1994/ 04/25/1995
United States	Immersion+	74663877/ 2014928	04/20/1995/ 11/12/1996
United States	Learn In Your Car	75611135/ 2376831	12/23/1998/ 08/15/2000
United States	Learn In Your Car	74100352/ 1655449	09/21/1990/ 09/03/1991
United States	Learn In Your Car	75611234/ 2337916	12/23/1998/ 04/04/2000
United States	Linguafun!	75043970/ 2015862	01/16/1996/ 11/12/1996
United States	Lyric Language	74375542/ 1808976	04/05/1993/ 12/07/1993
United States	Picture It!	74276333/ 1745644	05/15/1992/ 01/12/1993
United States	Tales For Travellers	75108836/ 2047888	04/18/1996/ 03/25/1997
United States	The Global Language Specialists	74276332/ 1789178	05/15/1992/ 08/24/1993
United States	Traveltalk	75470142/ 2256998	04/20/1998/ 06/29/1999
United States	Vocabulearn	73622660/ 1438532	09/29/1986/ 05/05/1987

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**NOTICE OF ASSIGNMENT OF SECURITY INTEREST
IN TRADEMARKS**

UNITED STATES PATENT AND TRADEMARK OFFICE

WHEREAS, SUNROCK CAPITAL CORP., a Delaware corporation with a place of business at 11 Penn Center, 1835 Market Street, Philadelphia, Pennsylvania 19103, United States of America ("Assignor"), was granted a security interests in the trademarks of Penton Overseas, Inc., a California corporation, set forth on the attached Schedule A (the "Trademarks") pursuant to a Security Agreement in Trademarks recorded with the United States Patent and Trademark Office on June 13, 2001 at Reel No. 002319, Frame No. 0273 (the "Security Agreement"); and

WHEREAS, pursuant to an Asset Purchase Agreement dated as of December 30, 2002 (the "Purchase Agreement") between Assignor and WELLS FARGO BUSINESS CREDIT, INC., a Minnesota corporation with a place of business at 245 South Los Robles Avenue, Suite 700, Pasadena, California 91101, United States of America ("Assignee"), Assignor has, among other things, assigned to Assignee all of its right, title and interest to the Security Agreement and the obligations secured thereby and the security interests in the property described therein (including the Trademarks).

NOW, THEREFORE, notice is hereby given of the assignment to Assignee of the Security Agreement and the beneficial interests thereunder, which assignment is not to be construed as an assignment of any trademark registration and/or trademark application.

Dated this 12 day of March, 2003

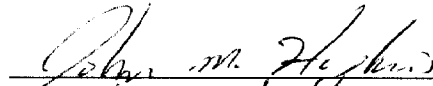
Dated this 21 day of March, 2003

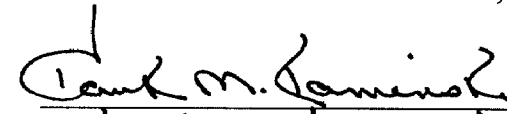
ASSIGNOR:

ASSIGNEE:

SUNROCK CAPITAL CORP.

WELLS FARGO BUSINESS CREDIT, INC.

By: 
Name: John M. Hopkins
Title: EVF/LFO

By: 
Name: Hank M. Kaminski
Title: Vice President

Schedule A

TRADEMARKS

Country	Trademark	Registration/ Application Number	Issue/ Filing Date
United States	Smart Kids	75805652	9/21/1999
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United States	Vocabulearn	73622660/ 1438532	09/29/1986/ 05/05/1987

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RECORDED: 04/08/2003

**TRADEMARK
REEL: 002707 FRAME: 0366**