

05-13-2003

Form PTO-1594
1-31-92

RECO



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OFFICE OF PUBLIC

102445847

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

1. Name of conveying party(ies): FOOT HILL CAPITAL CORP
 Foothill Capital Corporation

FINANCE SECTION
5-7-03

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State
 Other - Collateral Agent

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

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

Name: Broderbund Properties LLC
 Internal Address: _____
 Street Address: 399 Boylston Street
 City: Boston State: MA ZIP: 02116

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

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 Interest Change of Name
 Other Release of Security Interest:
Reel/Frame No. 2252/0118

Execution Date: May 1, 2003

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

Additional numbers attached? Yes No

Trademark Registration No.(s)
Please see the attached listing

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Elizabeth A. Nunn, Senior Legal Assistant
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved 158

7. Total fee (37 CFR 3.41): \$ 3965.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)
 (Attach duplicate copy of this page if paying by deposit account)

05/12/2003 TBIAZI 00000202 1062392
 01 FC:0521 40.00 IP
 02 FC:0522 3925.00 IP

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.

Elizabeth A. Nunn [Signature] May 7, 2003
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 20

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 002725 FRAME: 0569

Mattel, Inc. Trademarks Assigned to TLC Productivity Properties, LLC



3D HOME ARCHITECT	11/15/94	1,862,392
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BODYWORKS	11/3/92	1,729,084
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BRODERBUND SOFTWARE	11/27/84	1,306,829
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CARTOON IMAGES	1/21/97	2,033,161
CHRISTIAN IMAGES	7/30/96	1,990,491
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CLICKART	2/11/92	1,675,053
CLICKART - Design of man	7/28/98	2,176,867
CLICKART CHRISTIAN IMAGES	8/15/95	1,911,169
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FABULOUS FOODS		1,871,147
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FAMILY ATLAS	1/7/97	2,028,564
FAMILY LAWYER	2/18/97	2,039,432
FAMILY ORIGINS	3/10/98	2,142,732
FAMILY TREE CREATOR	6/6/00	2,356,336
FAMILY TREE MAKER	9/23/97	2,098,764
FAMOUS MAGAZINE CARTOONS	6/24/97	2,074,663
FANFARE! PRESENTATIONS	3/10/98	2,141,777
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GO DIRECT	12/2/97	2,118,117
GREETINGS	2/4/97	2,035,931
HANDIWARE	7/2/91	1,649,355
HEALTH & FITNESS IMAGES	1/28/97	2,034,613
HOLIDAY DESIGN KIT	12/3/96	2,020,649
HOLIDAY IMAGES	4/18/95	1,889,680
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IMAGIMAKER SERIES	1/27/98	2,133,215
IMAGIMAKER SERIES (& Design)	2/10/98	2,136,221
INFOPEA	10/29/96	2,012,333
INTERACTIVATOR	3/21/95	1,884,724
IT'S LEGAL	4/14/92	1,682,774



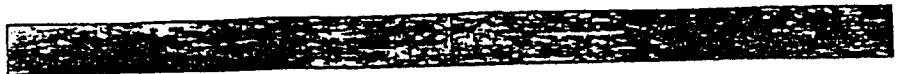
KEY DRAW!	7/2/96	1,984,362
KEY FORM DESIGNER	12/8/92	1,738,083
KEYKIDS	2/4/97	2,035,021
KID PIX	12/14/93	1,810,528
KID PIX 2 (& Design)	9/17/96	2,000,727
KID PIX COMPANION (& Design)	1/3/95	1,871,145
KID PIX FUN PACK (& Design)	10/22/96	2,009,463
KID PIX STUDIO (& Design)	7/9/96	1,985,192
KIDS & EDUCATION IMAGES	1/2/96	1,946,094
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LEARN THE ART OF MAGIC	9/17/96	2,002,006
LEARNING SERVICES & Design - *Service Mark	5/15/90	1,596,926
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MACUSA	1/26/93	1,749,297
MAILMERGE & Design	7/27/82	1,202,559
ME AND MY WORLD	10/8/96	2,005,673
MEDICAL DRUG REFERENCE	6/6/95	1,898,376
MEMBERSHIP PLUS	6/23/92	1,696,818
MEMORYMATE Stylized	5/3/88	1,486,757
MOUSE ARMOR	5/23/95	1,895,595
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NEWSLETTERS AND MORE	11/18/97	2,114,881
OCEANS BELOW	10/25/94	1,859,534
P (Stylized)	11/24/92	1,734,490



PALLADIUM INTERACTIVE	5/12/98	2,157,092
PALLADIUM INTERACTIVE & Design	12/16/97	2,121,625
PALLADIUM INTERACTIVE & Design	9/30/97	2,101,698
PALLADIUM logo	12/2/97	2,118,028
PARSONS TECHNOLOGY	12/20/94	1,868,098
PASSWORD COMPANION	6/8/99	2,251,399
PC BIBLE ATLAS	9/22/98	2,190,786
PC GLOBE	7/28/87	1,449,469
PC PAINTBRUSH	1/21/86	1,378,936
PFS: & design	9/26/89	1,557,721
PHOTOFINISH	10/13/92	1,723,477
PRESS WRITER	3/23/99	2,234,830
PRINT SHOP DELUXE	11/30/93	1,808,392
PRINT SHOP DELUXE CD ENSEMBLE	1/30/96	1,953,018
PRINT SHOP DELUXE COMPANION	11/22/94	1,863,611
PRINT SHOP, THE	6/3/86	1,395,538
PRINT TRICKS & Design	12/22/98	2,212,667
PRINTMASTER	11/11/97	2,111,762
PRINTMASTER PLATINUM	6/6/00	2,355,700
QUICK SCHEDULE	9/29/87	1,459,100
QUICK TIPS	4/1/97	2,048,651
QUICKDATE	5/2/95	1,892,578
QUICKVERSE	1/30/90	1,579,841
RESUMES & MORE	1/14/97	2,029,929



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SMART GALLERY	12/12/95	1,940,755
SOFTKEY	11/10/92	1,730,764
SOFTKEY & design	7/14/92	1,700,322
SOFTWARE SENTRY	10/31/95	1,931,564
SOFTWARE TOOLWORKS, THE	10/11/94	1,857,789
SOFTWARE TOOLWORKS, THE	8/3/82	1,203,423
SOFTWARE TOOLWORKS, THE	4/4/95	1,887,093
SPIRITUAL EXPRESSIONS	7/11/00	2,366,829
SPORTS AND LEISURE IMAGES	2/14/95	1,879,374
STEP	1/28/97	2,033,853
STEP UP	7/14/98	2,172,990
STICKERSHOPPLUS!	10/31/95	1,931,497
STRADIWACKIUS	7/4/95	1,902,553
T/MAKER	7/20/82	1,201,835
T/MAKER & Design	2/6/96	1,954,858
T/MAKER & Design	10/29/96	2,012,743
TAXINSIGHT	1/14/97	2,029,928
TELMERGE	6/11/85	1,340,351
TORCH Logo	8/6/91	1,652,912
TWIST & SHOUT	6/27/89	1,545,224
TYPE! (Stylized)	12/20/88	1,517,669



ULTIMATE SCRAPBOOK CREATOR	5/16/00	2,350,986
UNIVERSE BEYOND	1/13/98	2,129,405
VIRUCIDE	11/19/91	1,665,430
WINTUTOR	9/19/95	1,919,328

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Mattel, Inc. Trademark Applications Assigned to TLC Productivity Properties, LLC



JDGREETINGS.COM	8/13/99	75/776,000
CLICKEDIT	4/16/99	75/683,974
MASTERART	2/12/99	75/639,514
PRINT SHOP ESSENTIALS, THE	5/6/98	75/480,194
PRINTMASTER PREMIER	1/28/98	75/424,561
THINK IT. PRINT IT.	4/15/97	75/275,737
ULTIMATE FAMILY TREE	3/23/99	75/666,463
VIRTUAL MAKEOVER	3/21/97	75/261,205

TRADEMARK RELEASE

This Release granted as of May 1, 2003, by Foothill Capital Corporation, a California corporation, as Agent (the "Agent"), with principal offices at 2450 Colorado Avenue, Suite 3000 West, Santa Monica, California 90404 to Broderbund Properties LLC, a Delaware company ("Assignor"), with principal offices at 399 Boylston Street, Boston, MA 02116, as follows:

WITNESSETH:

WHEREAS, the Assignor has heretofore granted to the Agent a security interest in certain U.S. trademarks, trademark registrations and trademark applications as more particularly set forth on Schedule A attached hereto (the "Marks") to secure the Obligations (as defined in the Intellectual Property Security Agreement, dated as of October 18, 2000, and as amended as of August 26, 2002, between the Agent and the Assignor (the "Security Agreement")); and

WHEREAS, the Agent wishes to release and restore all right, title and interest in and to the Marks to the Assignor and to dissolve any and all Liens and encumbrances respecting the Marks shown on the attached Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby releases, discharges, quit claims and relinquishes unto the Assignor any and all right, title and interest in and to the Marks, and more particularly, (i) the security interest in the trademarks, trademark registrations and trademark applications as set forth on Schedule A hereto, (ii) all Proceeds (as such term is defined in the Security Agreement)

ACKNOWLEDGMENT

STATE OF CALIFORNIA

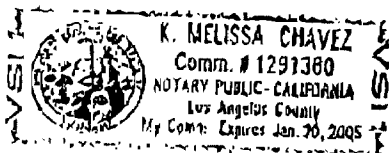
)ss.

COUNTY OF LOS ANGELES

On May 2, 2003 before me, K. Melissa Chavez, Notary Public, personally appeared Charles Kim, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the Vice President of **Foothill Capital Corporation**, a California Corporation, whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Seal]



K. Melissa Chavez
Notary Public
My Comm. Expires January 20, 2005

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7

TRADEMARK

REEL: 002725 FRAME: 0587

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