

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BTBCAT, Inc.		01/09/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Scholastic Inc.
Street Address:	557 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10012
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Serial Number:	75830221	BACK TO BASICS
Registration Number:	2020508	BACK TO BASICS TOYS
Registration Number:	2686951	BACK TO BASICS TOYS
Registration Number:	2751597	BACK TO BASICS

CORRESPONDENCE DATA	
Fax Number:	(212)593-9175
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(212) 980-0120
Email:	erosenthal@fkkslaw.com
Correspondent Name:	Edward H. Rosenthal, Esq.
Address Line 1:	Frankfurt Kurnit Klein & Selz, PC
Address Line 2:	488 Madison Avenue
Address Line 4:	New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	4704-0100-5567/68/69/70
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NAME OF SUBMITTER:	Christina Matthews, Trademark Paralegal
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CH \$115.00 75830221

Total Attachments: 1
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ASSIGNMENT OF TRADEMARKS

The Assignment is made as of January 9, 2004, by BTBCAT, Inc., a Delaware corporation with an address at 311 Sunset Park Drive, Herndon, VA 20170 ("ASSIGNOR"), to SCHOLASTIC Inc., a corporation organized under the laws of the State of New York with an address at 557 Broadway, New York, NY 10012 ("ASSIGNEE").

NOW THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby assign, sell, and transfer to ASSIGNEE, its successors and assigns, all right, title and interest in and to the trademark applications/registrations and the associated trademarks listed on Exhibit A attached hereto and made a part hereof, together with the goodwill of the business symbolized by and associated with such trademark.

IN WITNESS WHEREOF, ASSIGNOR has executed this Assignment.

BTBCAT, Inc.



Name: **Charles Deull**

Title: **Secretary**

Exhibit A

TRADEMARK SCHEDULE

Pending Marks

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
BACK TO BASICS	75/830221	November 10, 1999

Registered Marks

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
BACK TO BASICS TOYS	2,020,508	December 3, 1996
BACK TO BASICS TOYS	2,686,951	February 11, 2003
BACK TO BASICS	2,751,597	August 19, 2003