

When recorded return to:

STOUT, UXA, BUYAN & MULLINS, LLP
Donald E. Stout
4 Venture, Suite 300
Irvine, CA 92618

TRADEMARK ASSIGNMENT

WHEREAS, CREATIVE TEACHING PRESS, a California corporation, having a business address at 15342 Graham Street, Huntington Beach, California 92649, ("Assignor"), has adopted, used and is using a mark for which a registration has been granted in the United States Patent and Trademark Office, registration number 2,129,354, registration date January 13, 1998; and

WHEREAS, PACIFIC LEARNING, INC., a California corporation, ("Assignee"), having a business address at 15342 Graham Street, Huntington Beach, CA 92649, is desirous of acquiring said Mark, and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the pending application for registration.

Executed this 13th day of May, 2003



(Signature)

JOHN B. LESLIE SR. VICE PRESIDENT

(Print name and title)

STATE OF _____ /

/

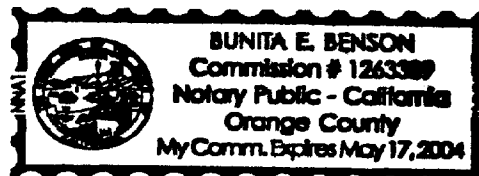
COUNTY OF _____ /

On May 13, 2003, before me Bunita E. Benson

personally appeared John B. Leslie personally known to me
(~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is/~~are~~
within instrument and acknowledged to me that ~~he/she/they~~ executed the same in his/~~her/their~~ authorized
capacity , and that by his/~~her/their~~ signature on the instrument the person or the entity upon behalf of
which the person acted, executed the instrument.

Witness my hand and official seal.

Signature Bunita E. Benson



SEAL