

12-10-2003



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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): S&S Bidco I, Inc. 844 Moraga Drive Los Angeles, CA 90049

2. Name and address of receiving party(ies) Name: Knowledge Universe, Inc. Internal Address: Street Address: 1250 Fourth Street, Suite 550 City: Santa Monica State: CA Zip: 90401

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other nunc pro tunc (6/19/98) Execution Date: November 7, 2003

[] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Delaware [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/485,164

B. Trademark Registration No.(s) Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Bernard R. Gans Internal Address: Street Address: Jeffer, Mangels, Butler & Marmaro LLP, 1900 Avenue of the Stars, Seventh Floor City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$40.00 [X] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 10-0440 (Attach duplicate copy of this page if paying by deposit account)

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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. Bernard R. Gans Signature November 7, 2003 Date

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



11-10-2003

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #72

TRADEMARK REEL: 002876 FRAME: 0328

ASSIGNMENT NUNC PRO TUNC

WHEREAS, S&S Bidco I, Inc., a Delaware corporation, having its principal place of business at 844 Moraga Drive, Los Angeles, CA 90049 filed an intent-to-use application for the mark ILLUMINATE (Ser. No. 75/485,164) listed with the United States Patent and Trademark Office; and

WHEREAS, applicant, at the dissolution of the company in 1998, assigned assets of the marks in the above-identified applications and registrations, including that portion of the business thereof to which the marks pertain as required by 15 U.S.C. §1060;

WHEREAS, Knowledge Universe, Inc., a Delaware corporation, having its principal offices at 1250 Fourth Street, Suite 550, Santa Monica, CA 90401, the successor of the portion of the ongoing and existing business to which the mark pertains, was desirous of acquiring said pending intent-to-use applications therefore;

WHEREAS, said S&S Bidco I, Inc. assigned to Knowledge Universe, Inc. and was fully cognizant of the aforementioned assignment, effective June 19, 1998 and that this nunc pro tunc assignment is being executed now in order to clarify the ownership of the U.S. trademark application referenced herein, and to confirm that S&S Bidco I, Inc. did transfer to Knowledge Universe, Inc. all rights, title and interest in and to the mark, together with the goodwill of the business symbolized by the marks.

S&S Bidco, I, Inc.

Date: November 7, 2003

By: _____


Stanley B. Maron
Secretary