

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
 Creative Publishing International, Inc.
 (Minnesota Corporation)
 Changed name to
 T & N Children's Publishing, Inc

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

Citizenship (see guidelines) _____
 Execution Date(s) August 4, 2004
 Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
 Additional names, addresses, or citizenship attached? No

Name Creative Publishing International, Inc
 Internal (f/k/a Quarto Acquisition Sub)
 Address: _____
 Street Address: 276 Fifth Avenue
 City: New York
 State: New York
 Country: US Zip: 10001

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware
 Other _____ Citizenship _____

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)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
See attached sheet of recorded properties
 Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:
 Name: Stephen Chesnoff
 Internal Address: Shack Siegel Katz & Flaherty
 Street Address: 530 Fifth Avenue
 City: New York
 State: New York Zip: 10036
 Phone Number: 212 782 0715
 Fax Number: 212 730 1964
 Email Address: _____

6. Total number of applications and registrations involved: 18


7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$465

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number 50-1934
 Authorized User Name Stephen Chesnoff
of Shack Siegel Katz & Flaherty

9. Signature:  8/30/04
 Signature Date

Stephen Chesnoff
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22304-1450

CH \$465.00 501934 2291164

Recorded properties:

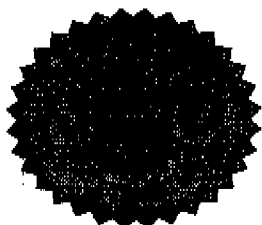
1. Registration #:2291164 Mark:"A PORTFOLIO OF"
2. Registration #:2152638 Mark:"CREATIVE T TEXTILES"
3. Registration #:2191900 Mark:"CREATIVE TOUCHES"
4. Registration #:2233404 Mark:"CY DECOSSE INCORPORATED"
5. Registration #:1708090 Mark:"HOME DECORATING INSTITUTE"
6. Registration #:2327567 Mark:"HOME IMPROVEMENT LIBRARY"
7. Registration #:2047070 Mark:"LOON MAGIC"
8. Registration #:2153150 Mark:"MEALS FOR LIFE"
9. Registration #:2132632 Mark:"QUICK STEPS"
10. Registration #:1832147 Mark:"RECIPES FOR LIFE"
11. Registration #:2251918 Mark:"SEAMS SEW EASY"
12. Registration #:1439127 Mark:"SEWING REFERENCE LIBRARY"
13. Registration #:2236233 Mark:"THE COMPLETE FLY FISHERMAN"
14. Registration #:2223378 Mark:"THE COMPLETE HUNTER"
15. Registration #:2610407 Mark:"THE CONTENT WELL"
16. Registration #:2223380 Mark:"THE FRESHWATER ANGLER"
17. Registration #:1416595 Mark:"THE HUNTING & FISHING LIBRARY"
18. Registration #:1682000 Mark:"WHITETAIL COUNTRY"

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "QUARTO ACQUISITION SUB, INC.", CHANGING ITS NAME FROM "QUARTO ACQUISITION SUB, INC." TO "CREATIVE PUBLISHING INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF AUGUST, A.D. 2004, AT 3:03 O'CLOCK P.M.



3821686 8100

040578387

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3281424

DATE: 08-06-04

TRADEMARK

REEL: 002931 FRAME: 0617

ASSIGNMENT OF PATENTS AND TRADEMARKS

This Assignment is effective as of August 4, 2004, by and between Creative Publishing international, Inc., a Minnesota corporation, having its principal place of business at 18705 Lake Drive East, Chanhassen, MN 55317 ("ASSIGNOR") and Quarto Acquisition Sub, Inc., having its principal place of business c/o Quarto Holdings, Inc., at 276 Fifth Avenue, Suite 205, New York, NY 10001 ("ASSIGNEE").

WHEREAS, ASSIGNOR desires to assign to ASSIGNEE the patents identified on Schedule A attached hereto (the "Patents");

WHEREAS, ASSIGNOR desires to assign its rights in the trademarks listed on Schedule B attached hereto, and the foreign trademarks listed on Schedule C attached hereto (all such trademarks listed on Schedules B and C, together, the "Trademarks") to ASSIGNEE; and

WHEREAS, ASSIGNEE, desires to acquire the Patents and Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. ASSIGNOR hereby grants, assigns, sells and conveys to ASSIGNEE its entire right, title, and interest in and to the Patents and Trademarks, including, without limitation, all renewals therefor, all proceeds therefrom (including, but not limited to, all license royalties and proceeds of infringement suits), the right to sue for past, present, and future infringements, and the goodwill of the business associated with and symbolized by the Patents or Trademarks.

2. This Assignment may not be altered, amended, or modified except by a writing signed by both ASSIGNOR and ASSIGNEE. This Assignment shall be binding upon ASSIGNOR and its successors and assigns, and shall inure to the benefit of the ASSIGNEE and its successors and assigns. This Assignment shall be governed by and construed in accordance with the laws of the State of New York and the applicable laws of the United States of America.

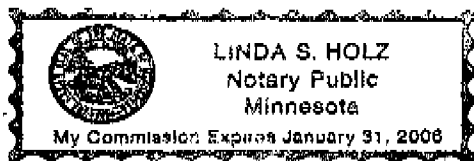
IN WITNESS WHEREOF, this assignment has been executed by a duly authorized officer of the Assignor as of the 4th day of August, 2004.

**Assignor: Creative Publishing
international, Inc.**

By: 
Name: John J. Siegel
Title: CEO

STATE OF MINNESOTA
COUNTY OF CARVER) ss.:

On the 27 day of JULY in the year 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN HUDGENS personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the corporation upon behalf of which the individual acted, executed the instrument.



Linda S Holz
NOTARY

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:10 PM 08/04/2004
FILED 03:03 PM 08/04/2004
SRV 040571290 - 3821686 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
QUARTO ACQUISITION SUB, INC.**

I, Laurence F. Orbach, President of Quarto Acquisition Sub, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, do hereby certify as follows:

1. The name of the Corporation is Quarto Acquisition Sub, Inc. and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 28, 2004.

2. The Certificate of Incorporation of the Corporation is hereby amended by deleting Paragraph FIRST in its entirety and substituting in lieu and in place thereof the following:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is "Creative Publishing International, Inc."

3. The aforesaid amendment was approved by the Board of Directors and the sole stockholder of the Corporation.

4. The aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has signed this Certificate as of the 4th day of August, 2004.

QUARTO ACQUISITION SUB, INC.

By: /s/ Laurence F. Orbach
Name: Laurence F. Orbach
Title: President

**Creative Publishing international
Schedule 2.1.2**

U.S. TRADEMARKS

Mark	Goods/Services Description (Class)	Reg. No./Reg. Date.
A PORTFOLIO OF	Book series in the field of home improvement and home decorating projects (Class 16)	Reg. No. 2,291,164; November 9, 1999
CREATIVE TEXTILES and Design	Book series in the field of decorating projects for people who sew (Class 16)	Reg. No. 2,152,638; April 21, 1998 ¹
CREATIVE TOUCHES	Series of books in the field of home decorating projects (Class 16)	Reg. No. 2,191,900; September 29, 1998
CY DECOSSE INCORPORATED	Series of non-fiction books featuring how-to and do-it-yourself information on a variety of multiple consumer interest topics (Class 16) Production of television advertisements for others (Class 35) Production and publication of books for others; videotape production for others (Class 41) Custom photography and videotaping for others (Class 42)	Reg. No. 2,233,404; March 23, 1999
HOME DECORATING INSTITUTE	Instructional books in the field of interior decorating International (Class 16)	Reg. No. 1,708,090; August 18, 1992
HOME IMPROVEMENT LIBRARY	Pre-recorded multimedia software on cd-roms featuring information in the field of do-it-yourself projects for the house (Class 9) Series of books in the field of do-it-yourself projects for the house (Class 16)	Reg. No. 2,327,567; March 14, 2000
LOON MAGIC	Calendars (Class 16)	Reg. No. 2,047,070; March 25, 1997

¹ Filing deadline (within next four months) to maintain registration: October 21, 2004

**Creative Publishing international
Schedule 2.1.2**

U.S. TRADEMARKS

Mark	Goods/Services Description (Class)	Reg. No./Reg. Date.
MEALS FOR LIFE	Series of cookbooks (Class 16)	Reg. No. 2,153,150; April 21, 1998 ²
QUICK STEPS	Series of books in the field of home improvement projects (Class 16)	Reg. No. 2,132,632; January 27, 1998
RECIPES FOR LIFE	Series of cookbooks (Class 16)	Reg. No. 1,832,147; April 19, 1994 ³
SEAMS SEW EASY	Book series in the field of sewing (Class 16)	Reg. No. 2,251,918; June 8, 1999
SEWING REFERENCE LIBRARY and Design	Series of books concerning sewing (Class 16)	Reg. No. 1,439,127; May 12, 1987
THE COMPLETE FLY FISHERMAN	Series of books in the field of fishing (Class 16)	Reg. No. 2,236,233; March 30, 1999
THE COMPLETE HUNTER	Book series in the field of hunting (Class 16)	Reg. No. 2,223,378; February 9, 1999
THE CONTENT WELL	Stock photograph, text, drawing, and graphics services, namely, leasing reproduction rights of photographs, text, drawings, and graphics to others (Class 42)	Reg. No. 2,610,407; August 20, 2002
THE FRESHWATER ANGLER	Book series in the field of fishing (Class 16)	Reg. No. 2,223,380; February 9, 1999
THE HUNTING & FISHING LIBRARY and Design	Series of books concerning hunting and fishing (Class 16)	Reg. No. 1,416,595; November 11, 1986
WHITETAIL COUNTRY	Calendars (Class 16)	Reg. No. 1,682,000; April 7, 1992

² Filing deadline (within next four months) to maintain registration: October 21, 2004

³ Filing deadline (within next four months) to maintain registration: October 19, 2004