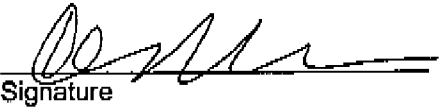


Client Code: TEACM.005T/006T

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party: (List using letters or numbers for multiple parties)</p> <p>Teacher Created Materials, Inc.</p> <p>( ) Individual                      ( ) General Partnership  ( ) Association                    ( ) Limited Partnership  ( ) Other:                            (X) Corporation of California:</p> <p>Additional name(s) of conveying party(ies) attached?  ( ) Yes (X) No</p>	<p>2. Name and address of receiving party(ies):</p> <p><b>Name:</b> Teacher Created Resources, Inc.  <b>Internal Address:</b>  <b>Street Address:</b> 6421 Industry Way  <b>City:</b> Westminster <b>State:</b> California  <b>ZIP:</b> 92683</p> <p>( ) Individual                      ( ) General Partnership  ( ) Association                    ( ) Limited Partnership  ( ) Other:                            (X) Corporation of California:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached:  ( ) Yes (X) No</p> <p>Additional name(s) and address(es) attached?  ( ) Yes (X) No</p>
<p>3. Nature of conveyance:</p> <p>(X) Assignment                    ( ) Security Agreement  ( ) Merger                            ( ) Change of Name  ( ) Other:</p> <p>Execution Date: (List as in section 1 if multiple signatures)  August 17, 2004</p>	<p>4. Application number(s) or registration number(s):</p> <p>a. Trademark Application Nos:  78/413,356    78/467,039</p> <p>b. Trademark Registration No(s):</p> <p>Additional numbers attached?  ( ) Yes (X) No</p>
<p>5. Party to whom correspondence concerning document should be mailed:</p> <p>6. Catherine J. Holland</p> <p>Customer No. 20,995  Return Fax: (949) 760-9502  Attorney's Docket No.: TEACM.005T/006T</p>	<p>6. Total number of applications and registrations involved:  2</p> <p>7. Total fee (37 CFR 1.21(h)): \$65  (X) Authorized to be charged to deposit account</p>
<p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>	
<p>9. Statement and signature.</p> <p>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.</p> <p>Catherine J. Holland                                            9/10/04  Name of Person Signing                      Signature                      Date</p> <p>Total number of pages including cover sheet, attachments and document: 2</p>	

CH \$66.00 111410 78413366

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

**Mail Stop Assignment Recordation Services**  
Director, U.S. Patent and Trademark Office  
P.O. Box 1450  
Alexandria, VA 22313-1450  
Facsimile Number: (703) 306-5995

**TRADEMARK**

**TRADEMARK ASSIGNMENT**

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of the \_\_\_\_\_ day of \_\_\_\_\_, 2004, by and between Teacher Created Materials, Inc., a California corporation having a place of business at 6421 Industry Way, Westminster, California 92683 (hereinafter referred to as "ASSIGNOR"), and Teacher Created Resources, Inc., a California corporation having a place of business at 6421 Industry Way, Westminster, California 92683 (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR to the best of its knowledge and belief, is the owner of the trademark LEARNING TRAIN and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademark") worldwide;

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademark and has not abandoned the same;

WHEREAS, ASSIGNOR is the owner of federal trademark application Serial Nos. 78/413,356 and 78/467,039 relating to the Trademark (hereinafter referred to as "Applications");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Trademark and Applications, and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademark and Applications worldwide;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns and sells to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the following:

- (1) the Trademark; and
- (2) the Applications

together with the goodwill symbolized by said Trademark and Applications, concurrent with the transfer of certain tangible assets and indicia of said goodwill, and that portion of the business relating to the Trademark.

Executed this 17 day of August, 2004.

Teacher Created Materials, Inc.  
a California corporation having a place of business at 6421 Industry Way, Westminster, California 92683

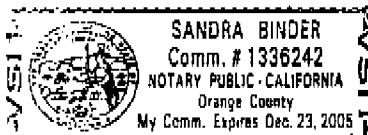
By: Rachelle Cracchiolo  
Rachelle Cracchiolo  
President and CEO

STATE OF )  
CA ) ss.  
COUNTY OF )  
ORANGE )

On 8-17-04, before me, Sandra Binder, personally appeared Teacher Created Materials, Inc. personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that SHE executed the same in HER authorized capacity(ies), and that by HER signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



Sandra Binder  
Signature