

03-30-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

REC



102707941

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):

I Knew That, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 03/15/2004

2. Name and address of receiving party(ies)

Name: Perfection Learning Corporation

Internal Address:

Street Address: 10520 New York Avenue

City: Des Moines State: IA Zip: 50322

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Iowa, Other

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) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,650,270; 2,592,722; 2,629,080

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Timothy J. Zarley

Internal Address: Suite 200

Street Address: Capital Square 400 Locust Street

City: Des Moines State: IA Zip: 50309-2350

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

JAN 26 AM 8 27 OR/FINANCE

DO NOT USE THIS SPACE

9. Signature.

TIMOTHY J. ZARLEY

Name of Person Signing

Signature

March 23, 2004

Date

Total number of pages including cover sheet, attachments, and document: 3

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

03/29/2004 MSETACHE 00000049 2650270

01 FC:8521 02 FC:8522

40.00 50.00

700121063

TRADEMARK REEL: 002953 FRAME: 0033

TRADEMARK ASSIGNMENT

WHEREAS, I KNEW THAT, INC., an Washington Corporation, with its principal place of business at 3606 - 42nd Avenue, SW, Seattle, Washington 98116, is the owner of three trademark registrations set forth below:

<u>MARK</u>	<u>REG. NO.</u>	<u>REGISTERED</u>
LUCY'S LETTERS	2,650,270	11/12/2002
FRED'S PHONOGRAMS	2,592,722	07/09/2002
I KNEW THAT!	2,629,080	10/01/2002

and

WHEREAS, PERFECTION LEARNING CORPORATION, an Iowa Corporation, with its principal place of business at 10520 New York Avenue, Des Moines, Iowa 50322, is desirous of acquiring the entire right, title and interest in the said marks, together with the goodwill of the business pertaining to said marks;

NOW, THEREFORE, in consideration of One Dollar (the receipt of which is hereby acknowledged), I KNEW THAT, INC. by these presents does hereby assign and transfer unto PERFECTION LEARNING CORPORATION, all rights, title and interest which I KNEW THAT, INC. has heretofore enjoyed pertaining to said marks, together with the goodwill of the business pertaining to said marks and said registrations, the same to be held and enjoyed by PERFECTION LEARNING CORPORATION its successors and assigns.

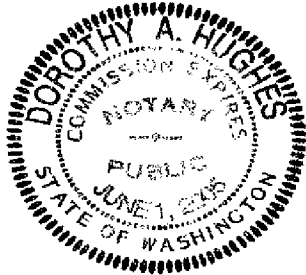
I KNEW THAT, INC.

BY: Bruce W. Zabel
Bruce W. Zabel
President

STATE OF WASHINGTON)
)SS
COUNTY OF King)

On this 15th day of March, 2004, before me, a Notary Public in and for the County and State aforesaid, appeared BRUCE W. ZABEL, to me personally known to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed said instrument as his free and voluntary act for the uses and purposes therein expressed.

Witness my hand and seal the day and year last above given.



Dorothy A. Hughes
Notary Public
Commission expires 06-01-05