

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Edupress, Inc.		10/01/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Highsmith Inc.
Street Address:	W5527 Highway 106
City:	Fort Atkinson
State/Country:	WISCONSIN
Postal Code:	53538-0800
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Serial Number:	76472711	EDUPRESS
Serial Number:	76472712	
Registration Number:	2868493	EDUCATION WITH IMAGINATION

CORRESPONDENCE DATA	
Fax Number:	(608)257-1507
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	608-257-7766
Email:	lahudson@lathropclark.com
Correspondent Name:	Lydie Arthos Hudson
Address Line 1:	740 Regent Street, Suite 400
Address Line 4:	Madison, WISCONSIN 53538-0800

ATTORNEY DOCKET NUMBER:	HIGHSMI-65
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NAME OF SUBMITTER:	Lydie Arthos Hudson
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Total Attachments: 2 source=0324_001#page1.tif source=0324_001#page2.tif

CH \$90.00 76472711

TRADEMARK ASSIGNMENT

This Assignment is by and between Edupress, Inc., a California corporation, 208 Avenida Fabricante, Suite 200, San Clemente, CA 92672 ("Assignor") and Highsmith Inc., a Wisconsin corporation, W5527 Hwy 106, Fort Atkinson, WI 53538-0800 ("Assignee") and is effective as of October 1, 2004.

Background


A. Assignor has adopted and is using and desires to assign to Assignee the trademarks as either registered or applied to be registered with the United States Patent and Trademark Office, as set forth in the attached Schedule A ("Trademarks").

B. Assignee desires to acquire these Trademarks.

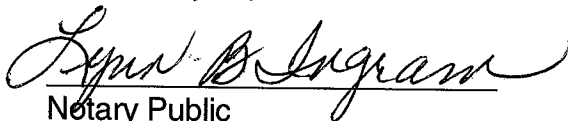
NOW, THEREFORE, pursuant to the Asset Purchase Agreement by and among Assignor, Linda Milliken and Assignee dated August 10, 2004, and for good and valuable consideration the adequacy of which is acknowledged,

Assignor sells, assigns and transfers to Assignee, its successors, assigns, and legal representatives, Assignor's entire right, title and interest in the Trademarks, together with Assignor's goodwill of its business associated with the Trademarks.

Edupress, Inc.

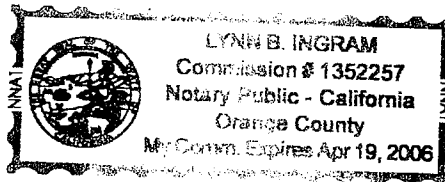
By: 
Linda Milliken, President

Subscribed and sworn to before me
this 30 day of Sept, 2004.



Notary Public
State of California

My commission: _____



SCHEDULE A

TRADEMARK ASSIGNMENT

MARK	United States Trademark Reg. No. or App. Ser. No.
EDUCATION WITH IMAGINATION	Reg. No. 2868493
EDUPRESS	Ser. No. 76472711
PENGUIN DESIGN	Ser. No. 76472712

Highsmith\65\Trademark Assignment\clean 092704