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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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)/Execution Date(s):

Staples, Inc.

State of Incorporation - Delaware

Execution Date(s): 04/27/04

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

2. Name and address of receiving party(ies):

Name: Staples Foundation for Learning, Inc.

Internal
Address:

Street Address: 500 Staples Drive
Framingham, MA 01702

State of Incorporation - The Commonwealth of
Massachusetts

If assignee is not domiciled in the United States, a
domestic representative designation is attached.

No

(Designations must be a separate document from assignment.)

Additional name(s) & address(es) attached?

No

3. Nature of conveyance:

Assignment

4. Application number(s) or registration number(s) and identification or description of the Trademark:

A. Trademark Application No(s):
76/409872

B. Trademark Registration No(s):

Additional sheet(s) attached? No

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

Edward F. Perlman
Wolf, Greenfield & Sacks, P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, Massachusetts 02210-2206

6. Total number of applications and registrations
involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

Commissioner is authorized to charge the fee to the
account of the undersigned.

8. Deposit account number: 23/2825

Authorized User Name: Edward F. Perlman

9. Signature

Edward F. Perlman



December 28, 2004

Name of Person Signing

Signature

Date

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

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 22313-1450

CH \$40.00 232825 76409872

**DEED OF ASSIGNMENT WITH GOOD WILL
OF ASSIGNED MARKS**

THIS ASSIGNMENT is made the *27th* day of *April* 2004, between Staples, Inc., a corporation organized under the laws of Delaware, with a principal place of business at 500 Staples Drive, Framingham, MA 01702 (the "Assignor"), and Staples Foundation for Learning, Inc. a charitable corporation organized under the laws of The Commonwealth of Massachusetts, with its principal place of business at 500 Staples Drive, Framingham, MA 01702 (the "Assignee").

WHEREAS, the Assignor has adopted and used the trademark/service mark listed below, in the United States of America, and is the owner of the application thereof;

<u>Mark</u>	<u>Application No.</u>	<u>Date Filed</u>
STAPLES FOUNDATION FOR LEARNING AND DESIGN	76/409872	May 20, 2002

WHEREAS, the Assignee wishes to acquire all of the Assignor's rights in and to the trademark/service mark and the good will associated therewith; and

WHEREAS, the Assignee requests that the Certificate of Registration, when issued, reflect Assignee, Staples Foundation For Learning, Inc., as the Registrant.

NOW THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interests in and to the trademark/service mark, including common law rights and the

