

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Schoolhouse Capital, LLC		01/31/2005	Limited liability company: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	OppenheimerFunds, Inc.
<b>Street Address:</b>	Two World Financial Center, 225 Liberty Street, 11th Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10281
<b>Entity Type:</b>	CORPORATION: COLORADO

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	2526353	THE CONVENIENT, FLEXIBLE AND TAX-EFFICIENT WAY TO SAVE FOR COLLEGE
Registration Number:	2705481	SCHOLAR'S EDGE
Registration Number:	2752991	SCHOLAR'S EDGE
Registration Number:	2589735	WILL YOUR MONEY GROW FASTER THAN YOUR KIDS?
Registration Number:	2639749	WORRY ABOUT DAY CARE, BEING HOME AT A DECENT HOUR, AND GETTING A GOOD NIGHT'S SLEEP. BUT NOT ABOUT THE COST OF COLLEGE.
Registration Number:	2578894	WORRY ABOUT HOMEWORK, REPORT CARDS, AND SKINNED KNEES. BUT NOT ABOUT THE COST OF COLLEGE.
Registration Number:	2643005	WORRY ABOUT PROM DRESSES, BOYFRIENDS, AND GROWING UP TOO SOON. BUT NOT ABOUT THE COST OF COLLEGE.

**CORRESPONDENCE DATA**

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Fax Number: (617)507-2449  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 617-426-5553  
Email: hiebert@samuelsTM.com  
Correspondent Name: Timothy H. Hiebert  
Address Line 1: 225 Franklin Street, Suite 3300  
Address Line 4: Boston, MASSACHUSETTS 02110-2898

NAME OF SUBMITTER:	Timothy H. Hiebert
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Signature:	/Timothy H. Hiebert/
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Date:	02/17/2005
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Service Mark Assignment to OppenheimerFunds, Inc.

WHEREAS, Schoolhouse Capital, LLC, a Delaware limited liability company located at 2 Avenue de Lafayette, Boston, Massachusetts 02111 ("Assignor") is the owner of the marks, registrations and application shown on the attached Exhibit A;

WHEREAS, OppenheimerFunds, Inc., a Colorado corporation located at Two World Financial Center, 225 Liberty Street, 11th Floor, New York, New York 10281-1008 ("Assignee"), wishes to acquire said marks together with the good will of the business with which said marks are used and which is symbolized by said marks, and any and all registrations and applications for registration of said marks;

NOW, THEREFORE, for good and valuable consideration, Assignor hereby assigns to Assignee the entire right, title and interest in and to the marks shown on the attached Exhibit A, all registrations of and applications to register said marks, including the registrations and application shown on the attached Exhibit A, the right to recover for past infringement of said marks, and the good will of the business in connection with which said marks are used and which is symbolized by said marks.

SCHOOLHOUSE CAPITAL, LLC

By:  Date: 1/31/05  
Name: Alan D. Greene  
Title: Executive Vice President

1101.05H

Service Mark Assignment to OppenheimerFunds, Inc.  
Exhibit A

Mark: THE CONVENIENT, FLEXIBLE AND TAX-EFFICIENT WAY TO SAVE FOR COLLEGE  
U.S. Serial No. 78/023,283, filed 08/28/2000  
U.S. Registration No. 2,526,353, issued 01/01/2002

Mark: SCHOLAR'S EDGE  
U.S. Serial No. 78/085,814, filed 09/27/2001  
U.S. Registration No. 2,705,481, issued 04/08/2003

Mark: SCHOLAR'S EDGE (and design)  
U.S. Serial No. 78/126,500, filed 05/06/2002  
U.S. Registration No. 2,752,991, issued 08/19/2003

Mark: WILL YOUR MONEY GROW FASTER THAN YOUR KIDS?  
U.S. Serial No. 76/147,250, filed 10/16/2000  
U.S. Registration No. 2,589,735, issued 07/02/2002

Mark: WORRY ABOUT DAY CARE, BEING HOME AT A DECENT HOUR, AND GETTING A GOOD NIGHT'S SLEEP. BUT NOT ABOUT THE COST OF COLLEGE.  
U.S. Serial No. 78/086,596, filed 10/02/2001  
U.S. Registration No. 2,639,749, issued 10/22/2002

Mark: WORRY ABOUT HOMEWORK, REPORT CARDS, AND SKINNED KNEES. BUT NOT ABOUT THE COST OF COLLEGE.  
U.S. Serial No. 78/086,587, filed 10/02/2001  
U.S. Registration No. 2,578,894, issued 06/11/2002

Mark: WORRY ABOUT PROM DRESSES, BOYFRIENDS, AND GROWING UP TOO SOON. BUT NOT ABOUT THE COST OF COLLEGE.  
U.S. Serial No. 78/086,593, filed 10/02/2001  
U.S. Registration No. 2,643,005, issued 10/29/2002