

FORM PTO-1618
(Rev. 11/99)
OMB No. 0651-0011 (exp. 8/99)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF
COMMERCE
Patent and Trademark Office
TRADEMARK

To the Honorable Commissioner for Patents and Trademarks: Please record the attached original document(s) or copy(ies).

1. Name of conveying party(ies):
Learning Resources, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other: _____

Citizenship/State of Incorporation/Organization: Illinois
 Additional name(s) of conveying party(ies) attached? Yes No

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

Name: **A. Daigger and Company, Inc.**
 through its ETA/Cuisenaire Division

Street Address: **500 Greenview Court**
Vernon Hills, IL 60061

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other: _____

State of Incorporation/Organization: Illinois

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: December 28, 2004

4. Application number(s) or registration number(s): ATTORNEY DOCKET NO.: 201143-9056

A. Trademark Application No.(s)
78/400,142

B. Trademark Registrations No.(s)

Additional numbers attached? Yes No


5. Correspondent name and address:
MICHAEL BEST & FRIEDRICH LLP
 Attorneys At Law
 401 North Michigan Avenue, Suite 1900
 Chicago, Illinois 60611-4212

Direct telephone calls to: Larry L. Saret
 at telephone no. (312) 222-0800 or fax no. (312) 222-0818

6. Total number of properties involved: 1

CERTIFICATE OF FACSIMILE TRANSMISSION

I hereby certify that this document is being transmitted via facsimile to the Assignment Recordation Services of the U.S. Patent and Trademark Office via fax number 703-306-5995 on 2-22-05

Date: 2-22-05 
 Dawn Ternig

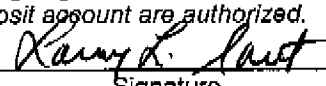
7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to deposit account No. 50-1965
 Authorization to charge additional fees

8. Deposit Account Number - **50-1965**

DO NOT USE THIS SPACE

9. Statement and signature:
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. Charges to deposit account are authorized.

Larry L. Saret  Feb 22, 2005
 Name of Person Signing Signature Date

Total Number of Pages, including cover sheet, attachments and documents: 2

CH \$40.00 601965 78400142

TRADEMARK ASSIGNMENT

Whereas, Learning Resources, Inc., an Illinois corporation, 380 N. Fairway Drive, Vernon Hills, Illinois 60061 ("Assignor"), has adopted, owns and is using the Mark MATH RODS ("the Mark") in connection with the following goods: manipulatives used for teaching mathematics; and

Whereas, Assignor has applied to register the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the above-described goods, Application Serial no. 78/400,142 filed on April 12, 2004; and

Whereas, A. Daigger and Company, Inc. through its ETA/Cuisenaire Division, an Illinois corporation, 500 Greenview Court, Vernon Hills, IL USA 60061 ("Assignee"), desires to acquire the Mark and its pending application;

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the pending application for registration.

Date: 12/28/04

Learning Resources, Inc.

By: Richard WoldenbergName: RICHARD WOLDENBERGTitle: PRESIDENT/CEO

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