

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion to Limited Liability Company

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HOP, Inc.		02/08/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	HOP, LLC
Street Address:	1001 Fleet Street
City:	Baltimore
State/Country:	MARYLAND
Postal Code:	21202
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	1877587	1-800-ABCDEFG
Serial Number:	76078720	1-855-ABCDEFG
Serial Number:	76078719	1-866-ABCDEFG
Registration Number:	2224496	1-888-ABCDEFG
Registration Number:	2287035	ABCDEFG
Registration Number:	2407092	DETECTIVE DOG
Serial Number:	78477352	HOOKED ON BOOKS
Registration Number:	1872425	HOOKED ON MATH
Registration Number:	1876555	HOOKED ON PHONICS
Registration Number:	2050379	HOOKED ON PHONICS
Registration Number:	2355758	HOOKED ON PHONICS
Registration Number:	2591385	HOOKED ON PHONICS
Serial Number:	78401658	HOOKED ON READING
Registration Number:	2629995	HOOKED ON SCHOOL SUCCESS

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Registration Number:	2674241	HOOKED ON SCHOOL SUCCESS
Serial Number:	75856661	HOOKED ON SPELLING
Serial Number:	75856666	HOOKED ON WRITING
Registration Number:	2419481	HOP BOOKS HOOKED ON PHONICS LIBRARY COLLECTION
Registration Number:	2348348	HOP BOOKS
Registration Number:	2620893	HOP HOOKED ON PHONICS
Registration Number:	2421711	
Registration Number:	2468815	MULTIPLICATION STATION
Registration Number:	2409046	SKIP & SPIN
Registration Number:	2417881	SLAM & DUNK
Registration Number:	2468816	SPACE BINGO
Registration Number:	2345569	THE READING ROOM

CORRESPONDENCE DATA

Fax Number: (703)610-8686
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-610-8694
Email: ipdocketing@milesstockbridge.com
Correspondent Name: Ronald E. Shapiro
Address Line 1: 1751 Pinnacle Drive
Address Line 2: Suite 500
Address Line 4: McLean, VIRGINIA 22102

NAME OF SUBMITTER:	Ronald E. Shapiro
Signature:	/Ronald E. Shapiro/
Date:	07/15/2005

Total Attachments: 1
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State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 07:17 PM 02/08/2005
 FILED 07:17 PM 02/08/2005
 SRV 050103561 - 2649070 FILE

**CERTIFICATE OF CONVERSION
 OF
 HOP, INC.**

February 8, 2005

This Certificate of Conversion to Limited Liability Company, dated as of February 8, 2005, has been duly executed and is being filed by HOP, INC., a Delaware corporation (the "Company"), and C. Alan Schroeder, as an authorized person of HOP, LLC, a Delaware limited liability company (the "LLC"), to convert the Company to the LLC, under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, *et seq.*) (the "GCL").

1. The Company's name when it was originally incorporated was GEP Acquisition, Inc., and the Company's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was HOP, Inc.
2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on July 31, 1996, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
3. The name of the LLC into which the Company shall be converted as set forth in its certificate of formation is HOP, LLC.
4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the GCL.
5. The conversion of the Company to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

HOP, INC.

By: 

Name: C. Alan Schroeder

Title: Vice President,

General Counsel and Secretary