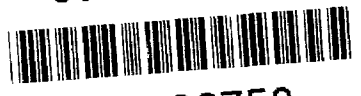


05-13-2005



Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDED 103002758
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Comprehensive Health Education Foundation
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: Washington
 Other _____
Citizenship (see guidelines) _____
Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)
Additional names, addresses, or citizenship attached? Yes No
Name: Discovery Education, Inc.
Internal Address: _____
Street Address: One Discovery Place
City: Silver Spring
State: Maryland
Country: USA Zip: 20910
 Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Illinois
 Other _____ Citizenship _____
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)

3. Nature of conveyance /Execution Date(s):
Execution Date(s) April 15, 2005
 Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 1,368,893
Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:
Name: Roy F. Kussmann
Internal Address: Suite 102
Street Address: 7350 Cirque Drive W
City: University Place
State: WA Zip: 98467
Phone Number: (253) 284-9250
Fax Number: (253) 284-9251
Email Address: ROY@KLLawyers.com

6. Total number of applications and registrations involved: 10
7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 265.00
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:
a. Credit Card Last 4 Numbers _____ Expiration Date _____
b. Deposit Account Number _____
Authorized User Name _____

9. Signature: Marvin Hamanishi Signature Date: 5/5/05
Total number of pages including cover sheet, attachments, and document: 10

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

TRADEMARK
REEL: 003161 FRAME: 0171

05/13/2005 12:12 AM
OPR/FINANCE
0000013 1368893
40.00 OF
225.00 OF
01 FC:6521
02 FC:6522

Trademark Registrations:

Description	First Use Date	Registration Number	Registered	Trademark Expiration	Cont Use /Renewal Due
<i>Here's Looking At You, Two</i> ®	Nov 1, 1981	1,368,893	Nov 5, 1985	Nov, 2005	Nov, 2015
<i>Refusal Skills</i> ®	Oct, 1983	1,477,617	Feb 23, 1988	Feb, 2008	Feb, 2018
<i>Natural Helpers</i> ®	April, 1979	1,485,591	April 19, 1988	April, 2008	April, 2018
<i>Here's Looking At You, 2000</i> ®	Oct, 1986	1,617,566	Oct 16, 1990	Oct, 2000	Oct, 2010
<i>Get Real about AIDS</i> ®	June 12, 1992	1,808,273	Nov 30, 1993	Nov, 2003	Nov, 2013
<i>Here & Now</i> ®	Sept 18, 1991	1,898,881	June 13, 1995	June, 2005	June, 2015
<i>Get Real about Violence</i> ®	May 31, 1994	1,988,475	July 23, 1996	July, 2006	July, 2016
<i>Get Real about Tobacco</i> ®	Sept, 1997	2,253,487	June 15, 1999	June, 2009	June, 2019
<i>Here's Looking at You</i> ®	March 31, 1999	2,357,245	June 13, 2000	June, 2010	June, 2020
<i>Youth Matters</i> ®	March 17, 2003	2,780,456	Nov 4, 2003	Nov, 2013	Nov, 2023

ASSIGNMENT OF INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF INTELLECTUAL PROPERTY (the "**Assignment of Intellectual Property**") is executed and delivered as of April 15, 2005 by Comprehensive Health Education Foundation, a Washington nonprofit corporation, located at 22419 Pacific Highway South Seattle, Washington 98198 ("**Assignor**") for the benefit of Discovery Education, Inc., an Illinois corporation, located at One Discovery Place, Silver Spring, Maryland 20910 ("**Assignee**"), pursuant to that certain Asset Purchase Agreement (the "**Agreement**") dated as of April 15, 2005 by and between Assignee and Assignor and other parties. Capitalized terms not otherwise defined herein shall have the respective meanings set forth in the Agreement.

WHEREAS Assignor is the owner of all copyrights, trademarks, patents and other intellectual property rights of any nature relating to the Products and all pending applications and registrations relating to the Products and in each case the goodwill associated therewith including, without limitation, the patent for the tub (collectively, the "**Intellectual Property**"), including without limitation, the patents, copyright registrations and applications, and trademark registrations and applications listed on Schedule A-1 which is attached hereto and incorporated by this reference (the "**Registered Intellectual Property**");

WHEREAS, Assignee wishes to acquire said Intellectual Property, including without limitation, the Registered Intellectual Property;

WHEREAS, pursuant to the Agreement, Assignor agreed to transfer to Assignee, and Assignee agreed to accept, all of Assignor's rights in said Intellectual Property, including without limitation, the Registered Intellectual Property; and

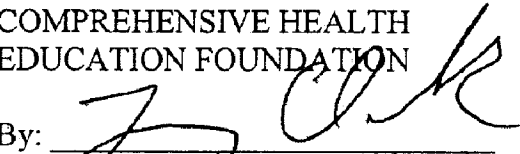
WHEREAS, the purpose of this document is to confirm, complete and memorialize such transfer;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee all of Assignor's right, title and interest in and to the Intellectual Property, including without limitation, the Registered Intellectual Property, together with the goodwill associated therewith, all free and clear of all Liens, excluding the Permitted Encumbrances.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Intellectual Property to be executed as of the date first written above.

COMPREHENSIVE HEALTH
EDUCATION FOUNDATION

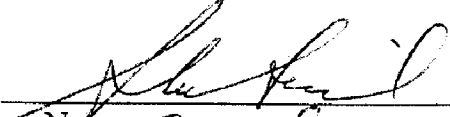
By:


Name: Larry Clark
Title: President & CEO

Acknowledged by:

DISCOVERY EDUCATION, INC.

By:


Name: STEVEN SIZER
Title: EVP, Discovery



SCHEDULE A-1 TO

ASSIGNMENT OF INTELLECTUAL PROPERTY

Trademark Registrations:

Description	First Use Date	Registration Number	Registered	Trademark Expiration	Cont Use /Renewal Due
<i>Here's Looking At You, Two</i> ®	Nov 1, 1981	1,368,893	Nov 5, 1985	Nov, 2005	Nov, 2015
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<i>Here's Looking at You</i> ®	March 31, 1999	2,357,245	June 13, 2000	June, 2010	June, 2020
<i>Youth Matters</i> ®	March 17, 2003	2,780,456	Nov 4, 2003	Nov, 2013	Nov, 2023

Patents:

Description	Patent Number	Effective Date of Patent	Patent Expiration
Shipping Container for Educational Materials and the Like (hinge)	4,896,786	Jan 30, 1990	January 30, 2007
Shipping Container for Educational Materials and the Like (tub)	4,792,055	Dec 20, 1988	December 20, 2005



Copyright Registrations:

Get Real about AIDS® Materials:

Description	Registration Number	First Use/ Distribution Date
AIDS Transmission Game Cards (set)	VA 384-609	Sept 25, 1988
Face to Face book	TX 2-629-646	Sept 25, 1988
AIDS Immunity Question Cards (set)	TX 2-687-158	Sept 25, 1988
Z's Gift book	TX 2-622-614	Sept 25, 1988
AIDS Immunity Game Board	VA 397-104	Sept 25, 1988
AIDS Community Meeting Role Cards and Place Cards (set)	TX 3-049-413	Sept 25, 1988
AIDS Curriculum Posters - upper elementary, middle, and high school	VA 442-790	Sept 25, 1988
Get Real about AIDS gr 6-9 Teacher's Guide (Second Edition)	TX 5-138-651	March 15, 1995
Get Real about AIDS gr 9-12 Teacher's Guide (Second Edition)	TX 5-194-985	October 1, 1994
Get Real about AIDS gr 4-6 Teacher's Guide (Second Edition)	TX 5-194-986	March 15, 1995

"Step-By-Step Growing Up Healthy" Videos:

Description	Registration Number	First Use/ Distribution Date
Health Education Videos (series)**	PA 416-820	June 1, 1986
Health Education Videos (series)*	PA 417-078	June 1, 1988

*Includes—possibly these titles, possibly more—no specific titles mentioned on copyright registration: "Keeping Out Of Trouble, Staying In Control;" "Negotiation Skills;" "Talking Helps," and "You Can Refuse Parts 1 & 2" (not sure about any of these titles.) **Includes—possibly these titles, possibly more—no specific titles mentioned on copyright registration: "Ask For It;" "Helping Your Children to Stay Out Of Trouble," "Making Friends;" and "Staying Out Of Trouble" (not sure about any of these titles.)

Natural Helpers® Materials:

Description	Registration Number	First Use/ Distribution Date
Natural Helpers - 3 rd Edition Kit	TX 4-564-660	January 1, 1997

Get Real about Tobacco® Materials:

Description	Registration Number	First Use/ Distribution Date
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<i>Get Real about Tobacco</i> Grade 4-6	TX 4-642-093	Sept. 1, 1997
<i>Get Real about Tobacco</i> Grade 6-9	TX 4-642-094	Sept. 1, 1997
"Don't Even Try It" video	PA 799-066	Sept 1, 1997
<i>Get Real about Tobacco</i> Grade K-3	TX 4-675-335	March, 1998
<i>Get Real about Tobacco</i> Grade 9-12	TX 4-732-402	May 22, 1998
"Real World Refusal Skills" gr 9-12 Video	PA 967-747	May 22, 1998
"Pack of Lies" gr 9-12 Video	PA 967-463	May 22, 1998
Spanish Parent Newsletter, Grade K-3	TX 5-695-913	Feb 20, 2001

gjc

Here's Looking At You® Materials:

Description	Registration Number	First Use/ Distribution Date
"Friends By Choice" Video	PA 946-247	March 31, 1999
"Inside Outside" Video	PA 946-239	March 31, 1999
"What's the Message" Video	PA 946-240	March 31, 1999
"Making It Work" CD ROM	TX 5-046-070	March 31, 1999
Here's Looking at You gr K-1 Teacher's Guide	TX 5-119-828	March 31, 1999
Here's Looking at You gr 2 Teacher's Guide	TX 5-121-622	March 31, 1999
Here's Looking at You gr 3 Teacher's Guide	TX 5-121-623	March 31, 1999
Here's Looking at You gr 4 Teacher's Guide	TX 5-119-829	March 31, 1999
Here's Looking at You gr 5 Teacher's Guide	TX 5-119-831	March 31, 1999
Here's Looking at You gr 6 Teacher's Guide	TX 5-120-012	March 31, 1999
Here's Looking at You gr 7-9 Teacher's Guide	TX 5-382-551	January 10, 2001
"The Big Picture" Video	PA 1-049-577	January 10, 2001
Here's Looking at You Spanish Parent Newsletter (grades K-1)	TX 5-438-545	Feb 20, 2001
Here's Looking at You Spanish Parent Newsletter (grades 2)	TX 5-438-546	Feb 20, 2001
Here's Looking at You Spanish Parent Newsletter (grades 3)	TX 5-438-547	Feb 20, 2001
Here's Looking at You Spanish Parent Newsletter (grades 4)	TX 5-438-548	Feb 20, 2001
Here's Looking at You Spanish Parent Newsletter (grades 5)	TX 5-438-549	Feb 20, 2001
Here's Looking at You Spanish Parent Newsletter (grades 6)	TX 5-438-550	Feb 20, 2001
Here's Looking at You Spanish Parent Newsletter (grades 7-9)	TX 5-438-544	Feb 20, 2001
The Riddle Book	TX 3-036-389	March 1, 1990
Martin the Cavebino Book	TX 3-023-308	Dec 10, 1988
Peter Parrot, Private Eye Book	TX 3-038-371	Sept 15, 1988
The Rollercoaster Book	TX 3-026-116	Oct 2, 1986

Get Real about Violence® Materials:

Description	Registration Number	First Use/ Distribution Date
Get Real about Violence Grade 6-8 (3 Modules)	TX 4-563-762	Oct 31, 1994

<i>Get Real about Violence</i> Grade 4-6 Upper Elementary School (3 Modules); Vulnerability to Violence; Contributions to Violence; Alternatives to Violence	TX 4-563-761	Oct 31, 1995
<i>Get Real about Violence</i> - Grade K-3	TX 4-564-674	April 1, 1997
" <i>Just Us</i> " gr 9-12 video (w/Langston Hughes)	PA 997-584	March 29, 2000
" <i>Mirror, Mirror</i> " gr 9-12 video	PA 997-284	March 29, 2000
<i>Get Real about Violence</i> Grade 9-12 Teacher's Guide	TX 5-216-361	March 29, 2000
<i>Get Real about Violence</i> Grade 9-12 Implementation Guide	TX 5-267-269	March 29, 2000
<i>Get Real about Violence</i> Spanish Parent Newsletter (grades K-3)	TX 5-438-541	Feb 20, 2001
<i>Get Real about Violence</i> Spanish Parent Newsletter (grades 4-6)	TX 5-438-542	Feb 20, 2001
<i>Get Real about Violence</i> Spanish Parent Newsletter (grades 6-9)	TX 5-438-543	Feb 20, 2001