

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
World Class Learning Materials Inc.		09/30/2005	CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	Highsmith Inc.		
Street Address:	W5527 Hwy. 106		
City:	Fort Atkinson		
State/Country:	WISCONSIN		
Postal Code:	53538-0800		
Entity Type:	CORPORATION: WISCONSIN		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	1179379	PROFESSOR DAVENSTEEV	
Registration Number:	1184968		
Registration Number:	1230109	LEARNING WELL	
Registration Number:	1424677	LEARNING WELL	
Registration Number:	1429089	LEARNING WELL	
CORRESPONDENCE DATA			
Fax Number:	(608)257-1507		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(608) 257-7766		
Email:	docket_tlong@lathropclark.com		
Correspondent Name:	Theodore J. Long		
Address Line 1:	740 Regent Street		
Address Line 2:	Suite 400		
Address Line 4:	Madison, WISCONSIN 53715		
ATTORNEY DOCKET NUMBER:	HIGHSMIT-67		

CH \$140.00 1179379

NAME OF SUBMITTER:	Theodore J. Long
Signature:	/theodore j long/
Date:	10/04/2005
Total Attachments: 2 source=World Class Learning Assignment#page1.tif source=World Class Learning Assignment#page2.tif	

TRADEMARK ASSIGNMENT

This Assignment is by and between World Class Learning Materials Inc., a Maryland corporation, 111 Kane Street, Baltimore, MD 21224 ("Assignor") and Highsmith Inc., a Wisconsin corporation, W5527 Hwy 106, Fort Atkinson, WI 53538-0800 ("Assignee") and is effective as of September 30, 2005.

This Assignment may be executed in one or more counterparts, all of which such counterparts, when executed, shall be read together and construed as but one and the same instrument. This Assignment may be signed and transmitted via facsimile and such facsimile signatures shall have the same effect as original signatures.

Recitals

A. Assignor has adopted and is using and desires to assign to Assignee the trademarks as either registered or applied to be registered with the United States Patent and Trademark Office, as set forth in the attached Schedule A ("Trademarks").

B. Assignee desires to acquire these Trademarks.

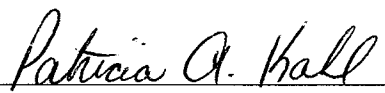
NOW, THEREFORE, pursuant to the Asset Purchase Agreement by and among Assignor, Bruce B. Brown and Assignee dated September 30, 2005, and for good and valuable consideration the adequacy of which is acknowledged,

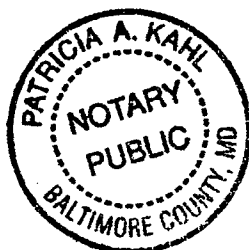
Assignor sells, assigns and transfers to Assignee, its successors, assigns, and legal representatives, Assignor's entire right, title and interest in the Trademarks, together with Assignor's goodwill of its business associated with the Trademarks.

World Class Learning Materials Inc.

By: 
Bruce B. Brown, President

Subscribed and sworn to before me
this 30 day of Sept., 2005.


Notary Public
State of Maryland
My commission: 3/1/08



SCHEDULE A

TRADEMARK/TRADENAME ASSIGNMENT

Trademark	Trademark Registration #	Registration Expiration
Professor Davensteev	1,179,379	11/24/2011
Miscellaneous Design (Professor)	1,184,968	1/5/2012
Learning Well and Design	1,230,109	3/8/2013
Learning Well	1,424,677	1/13/2007
Learning Well	1,429,089	2/17/2007

highsmi\67\trademark assignment final 092905.doc