

**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		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MindSparks LLC		12/19/2005	LIMITED LIABILITY COMPANY: WISCONSIN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Highsmith Inc.		
<b>Street Address:</b>	W5527 Highway 106		
<b>City:</b>	Fort Atkinson		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53538		
<b>Entity Type:</b>	CORPORATION: WISCONSIN		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2456048	MINDSPARKS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(608)257-1507		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(608) 257-7766		
<b>Email:</b>	docket_tlong@lathropclark.com		
<b>Correspondent Name:</b>	Theodore J. Long		
<b>Address Line 1:</b>	740 Regent Street		
<b>Address Line 2:</b>	Suite 400		
<b>Address Line 4:</b>	Madison, WISCONSIN 53715		
<b>ATTORNEY DOCKET NUMBER:</b>	HIGHSMIT-46 (MINDSPARKS)		
<b>NAME OF SUBMITTER:</b>	Theodore J. Long		
<b>Signature:</b>	/theodore j long/		

CH \$40.00 2456048

Date:

12/21/2005

Total Attachments: 1

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Copy**TRADEMARK ASSIGNMENT**

**WHEREAS**, MindSparks LLC, a Wisconsin limited liability company, with its principal place of business at W5527 Highway 106, Fort Atkinson, Wisconsin, ("Assignor"), has adopted, owns and is using the mark MINDSPARKS (the "Mark") in connection with the following services: catalog and mail order services and computerized online ordering services on a global computer network in the field of educational, instructional and school-related supplies, materials, products, games, books and toys; retail store services in the field of educational, instructional and school supplies; and

**WHEREAS**, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the services identified therein, Registration No. 2,456,048, registered on May 21, 2001; and

**WHEREAS**, Highsmith Inc., a Wisconsin corporation, with its principal place of business at W5527 Highway 106, Fort Atkinson, Wisconsin, ("Assignee"), desires to acquire the Mark and the above-referenced Registration;

**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 registration thereof.

MINDSPARKS LLC

By: Paul R. Moss  
 Paul R. Moss  
 Title: President

STATE OF WISCONSIN )  
 ) ss.  
 COUNTY OF JEFFERSON )

On this 19<sup>th</sup> day of December, 2005, before me appeared Paul R. Moss, the person who signed this instrument, who acknowledges that he signed it as a free act and with authority on behalf of MindSparks LLC.

Diana Stettner  
 Notary Public, State of Wisconsin  
 My commission: May 21, 2006

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TOTAL P.19