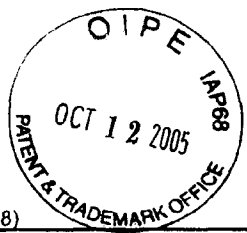


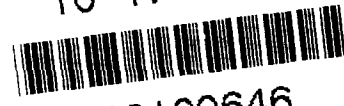
10-12-05



10-17-2005

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

COMMERCE  
demark Office



103100646

### RECORDATION FORM TRADEMARK

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

<p><b>1. Name of conveying party(ies):</b> Heller Financial, Inc.</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation- State: <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____  Additional names of conveying parties attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p><b>2. Name and address of receiving party(ies)</b>      <input type="checkbox"/> Yes  Additional names, addresses, or citizenship attached?      <input checked="" type="checkbox"/> No</p> <p>Name: <u>Delta Education, LLC</u>  Internal _____  Address: _____  Street Address: <u>80 Northwest Blvd.</u>  City: <u>Nashua</u>  State: <u>New Hampshire</u>  Country: <u>USA</u>      Zip: <u>03061</u></p> <p><input type="checkbox"/> Association      Citizenship _____  <input type="checkbox"/> General Partnership      Citizenship _____  <input type="checkbox"/> Limited Partnership      Citizenship _____  <input type="checkbox"/> Corporation      Citizenship _____  <input checked="" type="checkbox"/> Other <u>LLC</u>      Citizenship <u>Delaware</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be a separate document from assignment)</p>
<p><b>3. Nature of conveyance / Execution Date(s) :</b>  Execution Date(s) <u>August 31, 2005</u></p> <p><input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p>	

**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) \_\_\_\_\_  
See Item 4 attached hereto

Additional sheet(s) attached?  Yes  No

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

<p><b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b>  Name: <u>Robin Silverman</u>  Internal Address: <u>Golenbock Eiseman</u>  <u>Assor Bell &amp; Peskoe LLP</u>  Street Address: <u>437 Madison Ave.</u>  <u>35th Floor</u>  City: <u>New York</u>  State: <u>NY</u>      Zip: <u>10022</u>  Phone Number: <u>212-907-7381</u>  Fax Number: <u>212-754-0330</u>  Email Address: <u>rsilverman@golenbock.com</u></p>	<p><b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px;">67</span></p> <p><b>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41)</b> \$ <u>1690.00</u></p> <p><input type="checkbox"/> Authorized to be charged by credit card  <input type="checkbox"/> Authorized to be charged to deposit account  <input type="checkbox"/> Enclosed</p>
<p><b>8. Payment Information:</b></p> <p>a. Credit Card      Last 4 Numbers _____  Expiration Date _____</p> <p>b. Deposit Account Number _____  Authorized User Name _____</p>	

**9. Signature:** Benjamin Wolff      9/28/2005  
Signature      Date

Benjamin Wolff      Total number of pages including cover sheet, attachments, and document: 25

Name of Person Signing

10/14/2005 ECDOPER  
01 FC:8521  
02 FC:8522

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

40.00 OP  
1650.00 OP

TRADEMARK  
REEL: 003234 FRAME: 0390

Item 4: Trademark Identifications

**EXHIBIT B to Trademark Release and Reassignment**

Reel/Frame: 2351/0161

Recorded: 08/14/2001

1	Serial #: <u>73009658</u> Mark: CUBE-O-GRAM	Filing Dt: 12/26/1973	Reg #: <u>0999063</u>	Reg. Dt: 11/26/1974
2	Serial #: <u>74084892</u> Mark: SCIS 3	Filing Dt: 08/06/1990	Reg #: NONE	Reg. Dt:
3	Serial #: <u>74257225</u> Mark: DELTA EDUCATION SCIS 3	Filing Dt: 03/13/1992	Reg #: <u>1783147</u>	Reg. Dt: 07/20/1993
4	Serial #: <u>74479643</u> Mark: BECAUSE CHILDREN LEARN BY DOING	Filing Dt: 01/18/1994	Reg #: <u>1907146</u>	Reg. Dt: 07/25/1995
5	Serial #: <u>74489056</u> Mark: FAST FOOD FOR THOUGHT	Filing Dt: 02/14/1994	Reg #: <u>1877608</u>	Reg. Dt: 02/07/1995
6	Serial #: <u>74691919</u> Mark: TEACHER'S CHOICE	Filing Dt: 06/21/1995	Reg #: <u>1978333</u>	Reg. Dt: 06/04/1996
7	Serial #: <u>74694819</u> Mark: ADVENTURES IN LEARNING	Filing Dt: 06/28/1995	Reg #: <u>1989854</u>	Reg. Dt: 07/30/1996
8	Serial #: <u>74911255</u> Mark:	Filing Dt:	Reg #: NONE	Reg. Dt:
9	Serial #: <u>75646894</u> Mark: DELTA EDUCATION	Filing Dt: 02/11/1999	Reg #: <u>2343043</u>	Reg. Dt: 04/18/2000
10	Serial #: <u>75646899</u> Mark: DELTA EDUCATION & DESIGN	Filing Dt: 02/11/1999	Reg #: <u>2374672</u>	Reg. Dt: 08/08/2000
11	Serial #: <u>75673731</u> Mark: MILLENNIUM MATH	Filing Dt: 04/01/1999	Reg #: NONE	Reg. Dt:
12	Serial #: <u>75735915</u> Mark: FRACTION BURGER	Filing Dt: 06/24/1999	Reg #: <u>2362067</u>	Reg. Dt: 06/27/2000
13	Serial #: <u>75736752</u> Mark:	Filing Dt: 00/00/0000	Reg #: NONE	Reg. Dt:
14	Serial #: <u>75736753</u> Mark: A CLEAR VIEW	Filing Dt: 06/25/1999	Reg #: <u>2463291</u>	Reg. Dt: 06/26/2001
15	Serial #: <u>75736754</u> Mark: BASE TEN FRIES	Filing Dt: 06/25/1999	Reg #: <u>2343563</u>	Reg. Dt: 04/18/2000

Trademark Release and Reassignment - DELTA

TRADEMARK  
REEL: 003234 FRAME: 0391

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

16	Serial #: <u>75736755</u> Mark: DECIMAL DOG	Filing Dt: 06/25/1999	Reg #: <u>2368405</u>	Reg. Dt: 07/18/2000
17	Serial #: <u>75736756</u> Mark: WITNESS THE WONDER OF SCIENCE	Filing Dt: 06/25/1999	Reg #: NONE	Reg. Dt:
18	Serial #: <u>75744687</u> Mark: SCIENCE VIEW	Filing Dt: 07/07/1999	Reg #: <u>2502701</u>	Reg. Dt: 10/30/2001
19	Serial #: <u>75746432</u> Mark: MATH IN A NUTSHELL	Filing Dt: 07/09/1999	Reg #: <u>2458341</u>	Reg. Dt: 06/05/2001
20	Serial #: <u>75751462</u> Mark: SCIENCE IN A NUTSHELL	Filing Dt: 07/14/1999	Reg #: <u>2370886</u>	Reg. Dt: 07/25/2000
21	Serial #: <u>75845752</u> Mark: DR. DO-MORE	Filing Dt: 11/09/1999	Reg #: <u>2498982</u>	Reg. Dt: 10/16/2001
22	Serial #: <u>75861897</u> Mark: PROFESSOR PETE	Filing Dt: 12/01/1999	Reg #: NONE	Reg. Dt:
23	Serial #: <u>75866126</u> Mark: DIAL-A-DOLLAR	Filing Dt: 12/07/1999	Reg #: <u>2458616</u>	Reg. Dt: 06/05/2001
24	Serial #: <u>75866127</u> Mark: DIAL-A-FRACTION	Filing Dt: 12/07/1999	Reg #: <u>2462810</u>	Reg. Dt: 06/19/2001
25	Serial #: <u>75866128</u> Mark: DIAL-A-TIME	Filing Dt: 12/07/1999	Reg #: <u>2456424</u>	Reg. Dt: 05/29/2001
26	Serial #: <u>75866129</u> Mark: FRACTIONOES	Filing Dt: 12/07/1999	Reg #: <u>2462811</u>	Reg. Dt: 06/19/2001
27	Serial #: <u>75866130</u> Mark: DIAL-A-DIGIT	Filing Dt: 12/07/1999	Reg #: <u>2458617</u>	Reg. Dt: 06/05/2001
28	Serial #: <u>75873882</u> Mark: SHH...SHAPES	Filing Dt: 12/17/1999	Reg #: <u>2495010</u>	Reg. Dt: 10/02/2001
29	Serial #: <u>75889094</u> Mark: PROFESSOR PETE'S	Filing Dt: 01/06/2000	Reg #: <u>2524154</u>	Reg. Dt: 01/01/2002
30	Serial #: <u>75911252</u> Mark: FEARLESS SCIENCE	Filing Dt: 02/04/2000	Reg #: NONE	Reg. Dt:
31	Serial #: <u>75911253</u> Mark: FEARLESS CHEMISTRY	Filing Dt: 02/04/2000	Reg #: NONE	Reg. Dt:
32	Serial #: <u>75911254</u> Mark: FEARLESS PHYSICS	Filing Dt: 02/04/2000	Reg #: NONE	Reg. Dt:
33	Serial #: <u>75911256</u> Mark: CPO	Filing Dt: 02/04/2000	Reg #: NONE	Reg. Dt:
34	Serial #: <u>75942267</u> Mark: PERCENT PIE	Filing Dt: 03/13/2000	Reg #: NONE	Reg. Dt:
35	Serial #: <u>75943608</u>	Filing Dt: 03/14/2000	Reg #: <u>2472426</u>	Reg. Dt: 07/24/2001

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

**Mark: FUNCTION SHAKE**

<b>36</b>	<b>Serial #:</b> <u>76007111</u>	<b>Filing Dt:</b> 03/22/2000	<b>Reg #:</b> <u>2605461</u>	<b>Reg. Dt:</b> 08/06/2002
	<b>Mark:</b> MATH TUNE-UPS			
<b>37</b>	<b>Serial #:</b> <u>76184135</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2509886</u>	<b>Reg. Dt:</b> 11/20/2001
	<b>Mark:</b> DIAL-A-PATTERN			
<b>38</b>	<b>Serial #:</b> <u>76184136</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2509887</u>	<b>Reg. Dt:</b> 11/20/2001
	<b>Mark:</b> DIAL-A-VOLUME			
<b>39</b>	<b>Serial #:</b> <u>76184137</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2509888</u>	<b>Reg. Dt:</b> 11/20/2001
	<b>Mark:</b> DIAL-A-TRIAL			
<b>40</b>	<b>Serial #:</b> <u>76184138</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2599178</u>	<b>Reg. Dt:</b> 07/23/2002
	<b>Mark:</b> DIAL-A-VARIABLE			
<b>41</b>	<b>Serial #:</b> <u>76184139</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2599179</u>	<b>Reg. Dt:</b> 07/23/2002
	<b>Mark:</b> DIAL-A-SHAPE			
<b>42</b>	<b>Serial #:</b> <u>76200475</u>	<b>Filing Dt:</b> 01/26/2001	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
	<b>Mark:</b> ROW RACES			

Trademark Release and Reassignment

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

**Reel/Frame:** 2351/0902

**Recorded:** 08/10/2001

**2 Serial #:** 73140600 **Filing Dt:** 09/09/1977

**Reg #:** 1091652

**Reg. Dt:** 05/23/1978

**Mark:**

Trademark Release and Reassignment

**TRADEMARK**  
**REEL: 003234 FRAME: 0394**

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

**Reel/Frame: 2604/0616**

**Recorded: 10/25/2002**

- |          |                                  |                              |                              |                            |
|----------|----------------------------------|------------------------------|------------------------------|----------------------------|
| <b>1</b> | <b>Serial #:</b> <u>74385972</u> | <b>Filing Dt:</b> 05/04/1993 | <b>Reg #:</b> <u>1863200</u> | <b>Reg. Dt:</b> 11/15/1994 |
|          | <b>Mark:</b> SOFT TOUCH FONICS   |                              |                              |                            |
| <b>2</b> | <b>Serial #:</b> <u>74622442</u> | <b>Filing Dt:</b> 01/18/1995 | <b>Reg #:</b> <u>2465862</u> | <b>Reg. Dt:</b> 07/03/2001 |
|          | <b>Mark:</b> TOUCHPHONICS        |                              |                              |                            |

Trademark Release and Reassignment:

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

Reel/Frame: 2539/0956

Recorded: 07/09/2002

Total properties: 12

1	Serial #: <u>75086719</u> Mark: EDUCATORS PUBLISHING SERVICE	Filing Dt: 04/10/1996	Reg #: <u>2129828</u>	Reg. Dt: 01/20/1998
2	Serial #: <u>75225676</u> Mark: EPS	Filing Dt: 01/14/1997	Reg #: <u>2167116</u>	Reg. Dt: 06/23/1998
3	Serial #: <u>75562823</u> Mark: WORDLY WISE	Filing Dt: 10/01/1998	Reg #: <u>2278178</u>	Reg. Dt: 09/14/1999
4	Serial #: <u>75563225</u> Mark: PRIMARY PHONICS	Filing Dt: 10/01/1998	Reg #: <u>2325691</u>	Reg. Dt: 03/07/2000
5	Serial #: <u>75563622</u> Mark: EXPLODE THE CODE	Filing Dt: 10/01/1998	Reg #: <u>2276181</u>	Reg. Dt: 09/07/1999
6	Serial #: <u>75568986</u> Mark: EPS	Filing Dt: 10/13/1998	Reg #: <u>2279489</u>	Reg. Dt: 09/21/1999
7	Serial #: <u>75569733</u> Mark: EPS	Filing Dt: 10/13/1998	Reg #: <u>2287995</u>	Reg. Dt: 10/19/1999
8	Serial #: <u>75569840</u> Mark: EPS	Filing Dt: 10/13/1998	Reg #: <u>2292730</u>	Reg. Dt: 11/16/1999
9	Serial #: <u>75571494</u> Mark: EPS	Filing Dt: 10/16/1998	Reg #: <u>2292743</u>	Reg. Dt: 11/16/1999
10	Serial #: <u>75572554</u> Mark: EPS	Filing Dt: 10/16/1998	Reg #: <u>2281714</u>	Reg. Dt: 09/28/1999
11	Serial #: <u>75764449</u> Mark: CLAIMS TO FAME	Filing Dt: 07/30/1999	Reg #: <u>2434267</u>	Reg. Dt: 03/06/2001
12	Serial #: <u>76174809</u> Mark: LESSONLOGIC	Filing Dt: 12/01/2000	Reg #: <u>2630333</u>	Reg. Dt: 10/08/2002

Trademark Release and Reassignment :

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

Reel/Frame: 2892/0902

Recorded: 07/14/2004

**Total properties: 7**

<b>1</b>	<b>Serial #:</b> <u>75599771</u> <b>Mark:</b> NEO/SLIDE	<b>Filing Dt:</b> 12/04/1998	<b>Reg #:</b> <u>2451570</u>	<b>Reg. Dt:</b> 05/15/2001
<b>2</b>	<b>Serial #:</b> <u>75599772</u> <b>Mark:</b> NEO/LAB	<b>Filing Dt:</b> 12/07/1998	<b>Reg #:</b> <u>2460125</u>	<b>Reg. Dt:</b> 06/12/2001
<b>3</b>	<b>Serial #:</b> <u>75599773</u> <b>Mark:</b> NEO/RESOURCE	<b>Filing Dt:</b> 12/07/1998	<b>Reg #:</b> <u>2451571</u>	<b>Reg. Dt:</b> 05/15/2001
<b>4</b>	<b>Serial #:</b> <u>76214469</u> <b>Mark:</b> NEO SCI	<b>Filing Dt:</b> 02/23/2001	<b>Reg #:</b> <u>2558524</u>	<b>Reg. Dt:</b> 04/09/2002
<b>5</b>	<b>Serial #:</b> <u>76243343</u> <b>Mark:</b> NEO/BLOOD	<b>Filing Dt:</b> 04/20/2001	<b>Reg #:</b> <u>2552466</u>	<b>Reg. Dt:</b> 03/26/2002
<b>6</b>	<b>Serial #:</b> <u>76456046</u> <b>Mark:</b> DECIMAL DOG	<b>Filing Dt:</b> 10/04/2002	<b>Reg #:</b> <u>2837853</u>	<b>Reg. Dt:</b> 05/04/2004
<b>7</b>	<b>Serial #:</b> <u>76456472</u> <b>Mark:</b> DELTA SCIENCE MODULE	<b>Filing Dt:</b> 10/07/2002	<b>Reg #:</b> <u>2844301</u>	<b>Reg. Dt:</b> 05/25/2004

Trademark Release and Reassignment:



EXHIBIT B to Trademark Release and Reassignment (cont.)

<u>REGISTRATION</u> <u>DATE</u>	<u>MARK / IF ITU</u>	<u>REGISTRATION</u> <u>NUMBER</u>
------------------------------------	----------------------	--------------------------------------

1/16/01	Hands-On Math	2421122
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8/26/97	Change-A-Print Frame	R2091096
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11/9/98	Linking Learning (Abandoned)	Serial No. 75-366664
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End of Item 4.

## **TRADEMARK RELEASE AND REASSIGNMENT**

THIS TRADEMARK RELEASE AND REASSIGNMENT is made as of August 31, 2005, by HELLER FINANCIAL, INC., as agent ("Agent").

### W I T N E S S E T H:

WHEREAS, Agent and DELTA EDUCATION, LLC a Delaware limited liability company ("DELTA"), are parties to various Trademark Security Agreements, including, without limitation, those described on Exhibit A hereto (individually and collectively, the "Security Agreement"; capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed thereto in the Security Agreement), pursuant to which DELTA granted a security interest to Agent in, among other things, the Trademarks as security for certain obligations owing by DELTA to the financial institutions (collectively, the "Lenders") from time to time party to that certain Credit Agreement dated as of August 8, 2001 by and among DELTA, Agent and the Lenders, as amended, restated, supplemented or otherwise modified and in effect from time to time, including the Trademarks set forth on Exhibit B hereto; and

WHEREAS, the Security Agreement was recorded by the Assignment Division of the United States Patent and Trademark Office on the dates and at the Reel and Frame numbers set forth next to the Security Agreement on Exhibit A; and

WHEREAS, DELTA has requested that Agent release its security interest in the Trademarks and reassign the same to DELTA;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Agent hereby terminates and releases all of its liens and security interests in and to all of DELTA's right, title and interest in and to all of the following (the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party, including those referred to on Exhibit B hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all proceeds of the foregoing, including any claim by the DELTA against third parties for past, present, future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

As used herein, the following terms shall have the following meanings:

“Trademark” means (a) all of Delta’s trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers, and all goodwill associated therewith, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof or any other country or any political subdivision thereof, or otherwise, and all common-law rights related thereto, and (b) the right to obtain all renewals thereof.

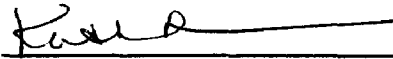
“Trademark License” means any agreement, whether written or oral, providing for the grant by or to DELTA of any right to use any Trademark.

2. Agent hereby reassigns, grants and conveys to DELTA, without any representation, recourse or undertaking by Agent, all of Agent's right, title and interest in and to the Trademark Collateral, and the goodwill of DELTA’s business connected with the use of and symbolized by the Trademark Collateral.

*- Remainder of Page Intentionally Left Blank –  
[Signature Page Follows]*

IN WITNESS WHEREOF, Agent has caused this Release and Reassignment to be duly executed by its duly authorized officer as of the day and year first above written.

**HELLER FINANCIAL, INC., as Agent**

By:   
Name: KATHLEEN CHOMIENNE  
Title: ITS DULY AUTHORIZED SIGNATORY

Trademark Release

TRADEMARK  
REEL: 003234 FRAME: 0401

**EXHIBIT A to Trademark Release and Reassignment**

1. Trademark Security Agreement dated August 8, 2001 recorded August 14, 2001 at Reel 2351, Frame 0161
2. Trademark Security Agreement dated August 8, 2001 recorded August 10, 2001 at Reel 2351, Frame 0902
3. Trademark Security Agreement dated August 8, 2001 recorded August 10, 2001 at Reel 2351, Frame 0635
4. Trademark Security Agreement dated October 18, 2002 recorded October 25, 2002 at Reel 2604, Frame 0616
5. Trademark Security Agreement dated July 1, 2002 recorded July 9, 2002 at Reel 2539, Frame 0956
6. Trademark Security Agreement dated June 10, 2004 recorded July 14, 2004 at Reel 2892, Frame 0902
7. Trademark Security Agreement dated July 3, 2003 recorded July 25, 2003 at Reel 2786, Frame 0686

**EXHIBIT B to Trademark Release and Reassignment**

315818.2

**TRADEMARK  
REEL: 003234 FRAME: 0403**

**EXHIBIT B to Trademark Release and Reassignment**

**Reel/Frame: 2351/0161**

**Recorded: 08/14/2001**

<b>1</b>	<b>Serial #:</b> <u>73009658</u> <b>Filing Dt:</b> 12/26/1973 <b>Mark:</b> CUBE-O-GRAM	<b>Reg #:</b> <u>0999063</u>	<b>Reg. Dt:</b> 11/26/1974
<b>2</b>	<b>Serial #:</b> <u>74084892</u> <b>Filing Dt:</b> 08/06/1990 <b>Mark:</b> SCIS 3	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
<b>3</b>	<b>Serial #:</b> <u>74257225</u> <b>Filing Dt:</b> 03/13/1992 <b>Mark:</b> DELTA EDUCATION SCIS 3	<b>Reg #:</b> <u>1783147</u>	<b>Reg. Dt:</b> 07/20/1993
<b>4</b>	<b>Serial #:</b> <u>74479643</u> <b>Filing Dt:</b> 01/18/1994 <b>Mark:</b> BECAUSE CHILDREN LEARN BY DOING	<b>Reg #:</b> <u>1907146</u>	<b>Reg. Dt:</b> 07/25/1995
<b>5</b>	<b>Serial #:</b> <u>74489056</u> <b>Filing Dt:</b> 02/14/1994 <b>Mark:</b> FAST FOOD FOR THOUGHT	<b>Reg #:</b> <u>1877608</u>	<b>Reg. Dt:</b> 02/07/1995
<b>6</b>	<b>Serial #:</b> <u>74691919</u> <b>Filing Dt:</b> 06/21/1995 <b>Mark:</b> TEACHER'S CHOICE	<b>Reg #:</b> <u>1978333</u>	<b>Reg. Dt:</b> 06/04/1996
<b>7</b>	<b>Serial #:</b> <u>74694819</u> <b>Filing Dt:</b> 06/28/1995 <b>Mark:</b> ADVENTURES IN LEARNING	<b>Reg #:</b> <u>1989854</u>	<b>Reg. Dt:</b> 07/30/1996
<b>8</b>	<b>Serial #:</b> <u>74911255</u> <b>Filing Dt:</b> <b>Mark:</b>	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
<b>9</b>	<b>Serial #:</b> <u>75646894</u> <b>Filing Dt:</b> 02/11/1999 <b>Mark:</b> DELTA EDUCATION	<b>Reg #:</b> <u>2343043</u>	<b>Reg. Dt:</b> 04/18/2000
<b>10</b>	<b>Serial #:</b> <u>75646899</u> <b>Filing Dt:</b> 02/11/1999 <b>Mark:</b> DELTA EDUCATION & DESIGN	<b>Reg #:</b> <u>2374672</u>	<b>Reg. Dt:</b> 08/08/2000
<b>11</b>	<b>Serial #:</b> <u>75673731</u> <b>Filing Dt:</b> 04/01/1999 <b>Mark:</b> MILLENNIUM MATH	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
<b>12</b>	<b>Serial #:</b> <u>75735915</u> <b>Filing Dt:</b> 06/24/1999 <b>Mark:</b> FRACTION BURGER	<b>Reg #:</b> <u>2362067</u>	<b>Reg. Dt:</b> 06/27/2000
<b>13</b>	<b>Serial #:</b> <u>75736752</u> <b>Filing Dt:</b> 00/00/0000 <b>Mark:</b>	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
<b>14</b>	<b>Serial #:</b> <u>75736753</u> <b>Filing Dt:</b> 06/25/1999 <b>Mark:</b> A CLEAR VIEW	<b>Reg #:</b> <u>2463291</u>	<b>Reg. Dt:</b> 06/26/2001
<b>15</b>	<b>Serial #:</b> <u>75736754</u> <b>Filing Dt:</b> 06/25/1999 <b>Mark:</b> BASE TEN FRIES	<b>Reg #:</b> <u>2343563</u>	<b>Reg. Dt:</b> 04/18/2000

Trademark Release and Reassignment - DELTA

**TRADEMARK  
REEL: 003234 FRAME: 0404**

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

16	Serial #: <u>75736755</u> Mark: DECIMAL DOG	Filing Dt: 06/25/1999	Reg #: <u>2368405</u>	Reg. Dt: 07/18/2000
17	Serial #: <u>75736756</u> Mark: WITNESS THE WONDER OF SCIENCE	Filing Dt: 06/25/1999	Reg #: NONE	Reg. Dt:
18	Serial #: <u>75744687</u> Mark: SCIENCE VIEW	Filing Dt: 07/07/1999	Reg #: <u>2502701</u>	Reg. Dt: 10/30/2001
19	Serial #: <u>75746432</u> Mark: MATH IN A NUTSHELL	Filing Dt: 07/09/1999	Reg #: <u>2458341</u>	Reg. Dt: 06/05/2001
20	Serial #: <u>75751462</u> Mark: SCIENCE IN A NUTSHELL	Filing Dt: 07/14/1999	Reg #: <u>2370886</u>	Reg. Dt: 07/25/2000
21	Serial #: <u>75845752</u> Mark: DR. DO-MORE	Filing Dt: 11/09/1999	Reg #: <u>2498982</u>	Reg. Dt: 10/16/2001
22	Serial #: <u>75861897</u> Mark: PROFESSOR PETE	Filing Dt: 12/01/1999	Reg #: NONE	Reg. Dt:
23	Serial #: <u>75866126</u> Mark: DIAL-A-DOLLAR	Filing Dt: 12/07/1999	Reg #: <u>2458616</u>	Reg. Dt: 06/05/2001
24	Serial #: <u>75866127</u> Mark: DIAL-A-FRACTION	Filing Dt: 12/07/1999	Reg #: <u>2462810</u>	Reg. Dt: 06/19/2001
25	Serial #: <u>75866128</u> Mark: DIAL-A-TIME	Filing Dt: 12/07/1999	Reg #: <u>2456424</u>	Reg. Dt: 05/29/2001
26	Serial #: <u>75866129</u> Mark: FRACTIONOES	Filing Dt: 12/07/1999	Reg #: <u>2462811</u>	Reg. Dt: 06/19/2001
27	Serial #: <u>75866130</u> Mark: DIAL-A-DIGIT	Filing Dt: 12/07/1999	Reg #: <u>2458617</u>	Reg. Dt: 06/05/2001
28	Serial #: <u>75873882</u> Mark: SHH...SHAPES	Filing Dt: 12/17/1999	Reg #: <u>2495010</u>	Reg. Dt: 10/02/2001
29	Serial #: <u>75889094</u> Mark: PROFESSOR PETE'S	Filing Dt: 01/06/2000	Reg #: <u>2524154</u>	Reg. Dt: 01/01/2002
30	Serial #: <u>75911252</u> Mark: FEARLESS SCIENCE	Filing Dt: 02/04/2000	Reg #: NONE	Reg. Dt:
31	Serial #: <u>75911253</u> Mark: FEARLESS CHEMISTRY	Filing Dt: 02/04/2000	Reg #: NONE	Reg. Dt:
32	Serial #: <u>75911254</u> Mark: FEARLESS PHYSICS	Filing Dt: 02/04/2000	Reg #: NONE	Reg. Dt:
33	Serial #: <u>75911256</u> Mark: CPO	Filing Dt: 02/04/2000	Reg #: NONE	Reg. Dt:
34	Serial #: <u>75942267</u> Mark: PERCENT PIE	Filing Dt: 03/13/2000	Reg #: NONE	Reg. Dt:
35	Serial #: <u>75943608</u>	Filing Dt: 03/14/2000	Reg #: <u>2472426</u>	Reg. Dt: 07/24/2001



**EXHIBIT B to Trademark Release and Reassignment (cont.)**

**Mark: FUNCTION SHAKE**

<b>36</b>	<b>Serial #:</b> <u>76007111</u>	<b>Filing Dt:</b> 03/22/2000	<b>Reg #:</b> <u>2605461</u>	<b>Reg. Dt:</b> 08/06/2002
	<b>Mark:</b> MATH TUNE-UPS			
<b>37</b>	<b>Serial #:</b> <u>76184135</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2509886</u>	<b>Reg. Dt:</b> 11/20/2001
	<b>Mark:</b> DIAL-A-PATTERN			
<b>38</b>	<b>Serial #:</b> <u>76184136</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2509887</u>	<b>Reg. Dt:</b> 11/20/2001
	<b>Mark:</b> DIAL-A-VOLUME			
<b>39</b>	<b>Serial #:</b> <u>76184137</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2509888</u>	<b>Reg. Dt:</b> 11/20/2001
	<b>Mark:</b> DIAL-A-TRIAL			
<b>40</b>	<b>Serial #:</b> <u>76184138</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2599178</u>	<b>Reg. Dt:</b> 07/23/2002
	<b>Mark:</b> DIAL-A-VARIABLE			
<b>41</b>	<b>Serial #:</b> <u>76184139</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2599179</u>	<b>Reg. Dt:</b> 07/23/2002
	<b>Mark:</b> DIAL-A-SHAPE			
<b>42</b>	<b>Serial #:</b> <u>76200475</u>	<b>Filing Dt:</b> 01/26/2001	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
	<b>Mark:</b> ROW RACES			

Trademark Release and Reassignment:

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

Reel/Frame: 2351/0902

Recorded: 08/10/2001

1	Serial #: <u>73009658</u> Mark: CUBE-O-GRAM	Filing Dt: 12/26/1973	Reg #: <u>0999063</u>	Reg. Dt: 11/26/1974
2	Serial #: <u>73140600</u> Mark:	Filing Dt: 09/09/1977	Reg #: <u>1091652</u>	Reg. Dt: 05/23/1978
3	Serial #: <u>74084892</u> Mark: SCIS 3	Filing Dt: 08/06/1990	Reg #: NONE	Reg. Dt:
4	Serial #: <u>74257225</u> Mark: DELTA EDUCATION SCIS 3	Filing Dt: 03/13/1992	Reg #: <u>1783147</u>	Reg. Dt: 07/20/1993
5	Serial #: <u>74479643</u> Mark: BECAUSE CHILDREN LEARN BY DOING	Filing Dt: 01/18/1994	Reg #: <u>1907146</u>	Reg. Dt: 07/25/1995
6	Serial #: <u>74489056</u> Mark: FAST FOOD FOR THOUGHT	Filing Dt: 02/14/1994	Reg #: <u>1877608</u>	Reg. Dt: 02/07/1995
7	Serial #: <u>74691919</u> Mark: TEACHER'S CHOICE	Filing Dt: 06/21/1995	Reg #: <u>1978333</u>	Reg. Dt: 06/04/1996
8	Serial #: <u>74694819</u> Mark: ADVENTURES IN LEARNING	Filing Dt: 06/28/1995	Reg #: <u>1989854</u>	Reg. Dt: 07/30/1996
9	Serial #: <u>75646894</u> Mark: DELTA EDUCATION	Filing Dt: 02/11/1999	Reg #: <u>2343043</u>	Reg. Dt: 04/18/2000
10	Serial #: <u>75646899</u> Mark: DELTA EDUCATION & DESIGN	Filing Dt: 02/11/1999	Reg #: <u>2374672</u>	Reg. Dt: 08/08/2000
11	Serial #: <u>75673731</u> Mark: MILLENNIUM MATH	Filing Dt: 04/01/1999	Reg #: NONE	Reg. Dt:
12	Serial #: <u>75735915</u> Mark: FRACTION BURGER	Filing Dt: 06/24/1999	Reg #: <u>2362067</u>	Reg. Dt: 06/27/2000
13	Serial #: <u>75736752</u> Mark:	Filing Dt: 00/00/0000	Reg #: NONE	Reg. Dt:
14	Serial #: <u>75736753</u> Mark: A CLEAR VIEW	Filing Dt: 06/25/1999	Reg #: <u>2463291</u>	Reg. Dt: 06/26/2001
15	Serial #: <u>75736754</u> Mark: BASE TEN FRIES	Filing Dt: 06/25/1999	Reg #: <u>2343563</u>	Reg. Dt: 04/18/2000

Trademark Release and Reassignment

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

16	Serial #: <u>75736755</u> Mark: DECIMAL DOG	Filing Dt: 06/25/1999	Reg #: <u>2368405</u>	Reg. Dt: 07/18/2000
17	Serial #: <u>75736756</u> Mark: WITNESS THE WONDER OF SCIENCE	Filing Dt: 06/25/1999	Reg #: NONE	Reg. Dt:
18	Serial #: <u>75744687</u> Mark: SCIENCE VIEW	Filing Dt: 07/07/1999	Reg #: <u>2502701</u>	Reg. Dt: 10/30/2001
19	Serial #: <u>75746432</u> Mark: MATH IN A NUTSHELL	Filing Dt: 07/09/1999	Reg #: <u>2458341</u>	Reg. Dt: 06/05/2001
20	Serial #: <u>75751462</u> Mark: SCIENCE IN A NUTSHELL	Filing Dt: 07/14/1999	Reg #: <u>2370886</u>	Reg. Dt: 07/25/2000
21	Serial #: <u>75845752</u> Mark: DR. DO-MORE	Filing Dt: 11/09/1999	Reg #: <u>2498982</u>	Reg. Dt: 10/16/2001
22	Serial #: <u>75861897</u> Mark: PROFESSOR PETE	Filing Dt: 12/01/1999	Reg #: NONE	Reg. Dt:
23	Serial #: <u>75866126</u> Mark: DIAL-A-DOLLAR	Filing Dt: 12/07/1999	Reg #: <u>2458616</u>	Reg. Dt: 06/05/2001
24	Serial #: <u>75866127</u> Mark: DIAL-A-FRACTION	Filing Dt: 12/07/1999	Reg #: <u>2462810</u>	Reg. Dt: 06/19/2001
25	Serial #: <u>75866128</u> Mark: DIAL-A-TIME	Filing Dt: 12/07/1999	Reg #: <u>2456424</u>	Reg. Dt: 05/29/2001
26	Serial #: <u>75866129</u> Mark: FRACTIONOES	Filing Dt: 12/07/1999	Reg #: <u>2462811</u>	Reg. Dt: 06/19/2001
27	Serial #: <u>75866130</u> Mark: DIAL-A-DIGIT	Filing Dt: 12/07/1999	Reg #: <u>2458617</u>	Reg. Dt: 06/05/2001
28	Serial #: <u>75873882</u> Mark: SHH...SHAPES	Filing Dt: 12/17/1999	Reg #: <u>2495010</u>	Reg. Dt: 10/02/2001
29	Serial #: <u>75889094</u> Mark: PROFESSOR PETE'S	Filing Dt: 01/06/2000	Reg #: <u>2524154</u>	Reg. Dt: 01/01/2002
30	Serial #: <u>75942267</u> Mark: PERCENT PIE	Filing Dt: 03/13/2000	Reg #: NONE	Reg. Dt:
31	Serial #: <u>75943608</u> Mark: FUNCTION SHAKE	Filing Dt: 03/14/2000	Reg #: <u>2472426</u>	Reg. Dt: 07/24/2001
32	Serial #: <u>76007111</u> Mark: MATH TUNE-UPS	Filing Dt: 03/22/2000	Reg #: <u>2605461</u>	Reg. Dt: 08/06/2002
33	Serial #: <u>76184135</u> Mark: DIAL-A-PATTERN	Filing Dt: 12/20/2000	Reg #: <u>2509886</u>	Reg. Dt: 11/20/2001
34	Serial #: <u>76184136</u> Mark: DIAL-A-VOLUME	Filing Dt: 12/20/2000	Reg #: <u>2509887</u>	Reg. Dt: 11/20/2001
35	Serial #: <u>76184137</u>	Filing Dt: 12/20/2000	Reg #: <u>2509888</u>	Reg. Dt: 11/20/2001

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

Mark: DIAL-A-TRIAL

<b>36</b>	<b>Serial #:</b> <u>76184138</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2599178</u>	<b>Reg. Dt:</b> 07/23/2002
	<b>Mark:</b> DIAL-A-VARIABLE			
<b>37</b>	<b>Serial #:</b> <u>76184139</u>	<b>Filing Dt:</b> 12/20/2000	<b>Reg #:</b> <u>2599179</u>	<b>Reg. Dt:</b> 07/23/2002
	<b>Mark:</b> DIAL-A-SHAPE			
<b>38</b>	<b>Serial #:</b> <u>76200475</u>	<b>Filing Dt:</b> 01/26/2001	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
	<b>Mark:</b> ROW RACES			

Trademark Release and Reassignment:

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

**Reel/Frame: 2351/0635**

**Recorded: 08/10/2001**

<b>1</b>	<b>Serial #:</b> <u>74911255</u>	<b>Filing Dt:</b>	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
	<b>Mark:</b>			
<b>2</b>	<b>Serial #:</b> <u>75911252</u>	<b>Filing Dt:</b> 02/04/2000	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
	<b>Mark:</b> FEARLESS SCIENCE			
<b>3</b>	<b>Serial #:</b> <u>75911253</u>	<b>Filing Dt:</b> 02/04/2000	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
	<b>Mark:</b> FEARLESS CHEMISTRY			
<b>4</b>	<b>Serial #:</b> <u>75911254</u>	<b>Filing Dt:</b> 02/04/2000	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
	<b>Mark:</b> FEARLESS PHYSICS			
<b>5</b>	<b>Serial #:</b> <u>75911256</u>	<b>Filing Dt:</b> 02/04/2000	<b>Reg #:</b> NONE	<b>Reg. Dt:</b>
	<b>Mark:</b> CPO			

**Trademark Release and Reassignment**

**TRADEMARK  
REEL: 003234 FRAME: 0410**

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

**Reel/Frame: 2604/0616**

**Recorded: 10/25/2002**

- |          |                                  |                              |                              |                            |
|----------|----------------------------------|------------------------------|------------------------------|----------------------------|
| <b>1</b> | <b>Serial #:</b> <u>74385972</u> | <b>Filing Dt:</b> 05/04/1993 | <b>Reg #:</b> <u>1863200</u> | <b>Reg. Dt:</b> 11/15/1994 |
|          | <b>Mark:</b> SOFT TOUCH FONICS   |                              |                              |                            |
| <b>2</b> | <b>Serial #:</b> <u>74622442</u> | <b>Filing Dt:</b> 01/18/1995 | <b>Reg #:</b> <u>2465862</u> | <b>Reg. Dt:</b> 07/03/2001 |
|          | <b>Mark:</b> TOUCHPHONICS        |                              |                              |                            |

Trademark Release and Reassignment:

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

Reel/Frame: 2539/0956

Recorded: 07/09/2002

Total properties: 12

1	Serial #: <u>75086719</u> Mark: EDUCATORS PUBLISHING SERVICE	Filing Dt: 04/10/1996	Reg #: <u>2129828</u>	Reg. Dt: 01/20/1998
2	Serial #: <u>75225676</u> Mark: EPS	Filing Dt: 01/14/1997	Reg #: <u>2167116</u>	Reg. Dt: 06/23/1998
3	Serial #: <u>75562823</u> Mark: WORDLY WISE	Filing Dt: 10/01/1998	Reg #: <u>2278178</u>	Reg. Dt: 09/14/1999
4	Serial #: <u>75563225</u> Mark: PRIMARY PHONICS	Filing Dt: 10/01/1998	Reg #: <u>2325691</u>	Reg. Dt: 03/07/2000
5	Serial #: <u>75563622</u> Mark: EXPLODE THE CODE	Filing Dt: 10/01/1998	Reg #: <u>2276181</u>	Reg. Dt: 09/07/1999
6	Serial #: <u>75568986</u> Mark: EPS	Filing Dt: 10/13/1998	Reg #: <u>2279489</u>	Reg. Dt: 09/21/1999
7	Serial #: <u>75569733</u> Mark: EPS	Filing Dt: 10/13/1998	Reg #: <u>2287995</u>	Reg. Dt: 10/19/1999
8	Serial #: <u>75569840</u> Mark: EPS	Filing Dt: 10/13/1998	Reg #: <u>2292730</u>	Reg. Dt: 11/16/1999
9	Serial #: <u>75571494</u> Mark: EPS	Filing Dt: 10/16/1998	Reg #: <u>2292743</u>	Reg. Dt: 11/16/1999
10	Serial #: <u>75572554</u> Mark: EPS	Filing Dt: 10/16/1998	Reg #: <u>2281714</u>	Reg. Dt: 09/28/1999
11	Serial #: <u>75764449</u> Mark: CLAIMS TO FAME	Filing Dt: 07/30/1999	Reg #: <u>2434267</u>	Reg. Dt: 03/06/2001
12	Serial #: <u>76174809</u> Mark: LESSONLOGIC	Filing Dt: 12/01/2000	Reg #: <u>2630333</u>	Reg. Dt: 10/08/2002

Trademark Release and Reassignment :

**EXHIBIT B to Trademark Release and Reassignment (cont.)**

Reel/Frame: 2892/0902

Recorded: 07/14/2004

**Total properties: 7**

<b>1</b>	<b>Serial #:</b> <u>75599771</u> <b>Mark:</b> NEO/SLIDE	<b>Filing Dt:</b> 12/04/1998	<b>Reg #:</b> <u>2451570</u>	<b>Reg. Dt:</b> 05/15/2001
<b>2</b>	<b>Serial #:</b> <u>75599772</u> <b>Mark:</b> NEO/LAB	<b>Filing Dt:</b> 12/07/1998	<b>Reg #:</b> <u>2460125</u>	<b>Reg. Dt:</b> 06/12/2001
<b>3</b>	<b>Serial #:</b> <u>75599773</u> <b>Mark:</b> NEO/RESOURCE	<b>Filing Dt:</b> 12/07/1998	<b>Reg #:</b> <u>2451571</u>	<b>Reg. Dt:</b> 05/15/2001
<b>4</b>	<b>Serial #:</b> <u>76214469</u> <b>Mark:</b> NEO SCI	<b>Filing Dt:</b> 02/23/2001	<b>Reg #:</b> <u>2558524</u>	<b>Reg. Dt:</b> 04/09/2002
<b>5</b>	<b>Serial #:</b> <u>76243343</u> <b>Mark:</b> NEO/BLOOD	<b>Filing Dt:</b> 04/20/2001	<b>Reg #:</b> <u>2552466</u>	<b>Reg. Dt:</b> 03/26/2002
<b>6</b>	<b>Serial #:</b> <u>76456046</u> <b>Mark:</b> DECIMAL DOG	<b>Filing Dt:</b> 10/04/2002	<b>Reg #:</b> <u>2837853</u>	<b>Reg. Dt:</b> 05/04/2004
<b>7</b>	<b>Serial #:</b> <u>76456472</u> <b>Mark:</b> DELTA SCIENCE MODULE	<b>Filing Dt:</b> 10/07/2002	<b>Reg #:</b> <u>2844301</u>	<b>Reg. Dt:</b> 05/25/2004

Trademark Release and Reassignment:



**EXHIBIT B to Trademark Release and Reassignment (cont.)**

<b><u>REGISTRATION</u></b>	<b><u>MARK / IF ITU</u></b>	<b><u>REGISTRATION</u></b>	
<b><u>DATE</u></b>		<b><u>NUMBER</u></b>	
7/24/01	Function Shake	2472426	
1/16/01	Hands-On Math	2421122	
8/6/02	Math Tune-Ups	2605461	
1/1/02	Professor Pete's	2524154	
10/30/01	Science View	2502701	
10/2/01	SHH...Shapes	2495010	
11/20/01	Dial-A-Pattern	2509886	Application Pending during Aug.'01 Closing
7/23/02	Dial-A-Shape	2599179	Application Pending during Aug.'01 Closing
11/20/01	Dial-A-Trial	2509888	Application Pending during Aug.'01 Closing
7/23/02	Dial-A-Variable	2599178	Application Pending during Aug.'01 Closing
11/20/01	Dial-A-Volume	2509887	Application Pending during Aug.'01 Closing
10/16/01	Dr. Do-More	2498982	Application Pending during Aug.'01 Closing
8/26/97	Change-A-Print Frame	R2091096	
11/9/98	Linking Learning (Abandoned)	Serial No. 75-366664	