

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
Educational Insights, Inc.		02/24/2006	CORPORATION:
RECEIVING PARTY DATA			
Name:	Educators Outlet, Inc.		
Street Address:	2479 International Blvd.		
City:	Fort Collins		
State/Country:	COLORADO		
Postal Code:	80524		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2341251	LEARNING ADVANTAGE	
CORRESPONDENCE DATA			
Fax Number:	(970)492-1101		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	970-492-1100		
Email:	billc@patentlegal.com		
Correspondent Name:	William W. Cochran		
Address Line 1:	2026 Caribou Drive, Suite 201		
Address Line 4:	Fort Collins, COLORADO 80525		
ATTORNEY DOCKET NUMBER:	EDUC.03USTMA1		
NAME OF SUBMITTER:	William W. Cochran		
Signature:	/William W. Cochran/		
Date:	03/07/2006		

CH \$40.00 2341251

Total Attachments: 2

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Trademark Assignment Agreement

This Trademark Assignment Agreement,

BETWEEN: Educational Insights; Jim Whitney, President and COO (Assignor)
located at 18730 S. Wilmington Avenue, Rancho Dominguez, CA
90220

AND: Educators Outlet, Inc. (Assignee) a corporation organized and
existing under the laws of the State of Colorado with main office
located at: 2479 International Blvd., Fort Collins, CO 80524

WHEREAS the Assignee wishes to acquire the trademark for Learning Advantage under International Class 28, registration number 2,341,251 (Assignment) and all intellectual rights to the name from the Assignor, it is agreed as follows:

1. ASSIGNMENT

- The trade marked name Learning Advantage in international class 028 with the trademark registration number of 2,341,251, together with all other trademark or service mark interests accruing by reason of international trademark conventions, accompanied by the goodwill of all business connected with the use of and symbolized by such marks including the right to sue for, settle, or release any past, present, or future infringement thereof or unfair competition involving the same.
- All rights to the name Learning Advantage
- The URL www.learningadvantage.com

2. TERMS OF AGREEMENT

Assignor warrants that there are no liens on the Trademarked name Learning Advantage and that the Assignor is the sole entity with intellectual property rights to the Trademark in that international class.

The Assignor knows of no infringement of rights to the Trademark and that the Assignee is held harmless to any infringement of rights to this Trademark as of the date of the agreement.

Assignee agrees to purchase the Trademark for the sum of \$1,250.00 and to buy Assignor's inventory of 458 pieces of Math Star electronic games which Assignee can sell to end users only, not to resellers. Assignee shall be the exclusive company selling this product to the United States Educational Market for as long as Assignee actively markets the Math Star game. The selling price per unit for the initial 458 pieces of the Math Star is \$13.26. Assignor will invoice Assignee for the cost of the trademark. Furthermore, Assignee can continue to purchase more of the games from Assignor at 1.55x, where x is the manufacturing cost of the Math Star game.

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3. INTELLECTUAL PROPERTY

Assignor assigns the Trademark Learning Advantage in international class 028 with the trademark registration number of 2,341,251 to the Assignee.

ASSIGNOR

Authorized Signature

Print name and Title

Date

ASSIGNEE

Authorized Signature

Print name and Title

Date