

**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>
MODEL ONE, INC.		08/19/2010	CORPORATION: KANSAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	NATIONWIDE LEARNING, LLC		
<b>Street Address:</b>	1345 S.W. 42ND STREET		
<b>City:</b>	TOPEKA		
<b>State/Country:</b>	KANSAS		
<b>Postal Code:</b>	66609		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2749538		
<b>Registration Number:</b>	2760939	STUDENTALES	
<b>Registration Number:</b>	2770894	MOTIVATING STUDENTS TO LEARN THROUGH PUBLISHING	
<b>Registration Number:</b>	2853237	STUDENTREASURES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(816)412-1263		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	816.842.8600		
<b>Email:</b>	TRADEMARK@STINSON.COM		
<b>Correspondent Name:</b>	CYNTHIA MAUST		
<b>Address Line 1:</b>	STINSON MORRISON HECKER LLP		
<b>Address Line 2:</b>	1201 WALNUT STREET, SUITE 2900		
<b>Address Line 4:</b>	KANSAS CITY, MISSOURI 64106-2150		
<b>ATTORNEY DOCKET NUMBER:</b>	808723-0012		

**CH \$115.00 2749538**

**900170384**

**TRADEMARK  
 REEL: 004268 FRAME: 0098**

NAME OF SUBMITTER:	CYNTHIA MAUST
Signature:	/cynthia maust/
Date:	08/27/2010
Total Attachments: 2 source=Nationwide Learning - Trademark Assignment#page1.tif source=Nationwide Learning - Trademark Assignment#page2.tif	

**TRADEMARK RIGHTS ASSIGNMENT**

WHEREAS, Model One, Inc. f/k/a Nationwide Learning, Inc., Nationwide Learning Resources Corporation and Nationwide Learning Corporation, a Kansas corporation, having a place of business at 1345 S.W. 42<sup>nd</sup> Street, Topeka, Kansas 66609 ("Assignor"), owns the trademark applications and registrations listed in **Exhibit A** (the "Marks");

WHEREAS, Nationwide Learning, LLC, a Delaware limited liability company, having a place of business at 1345 S.W. 42<sup>nd</sup> Street, Topeka, Kansas 66609 ("Assignee"), is desirous of acquiring all of Assignor's right, title and interest in and to the Marks;

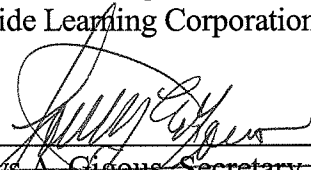
WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement dated August 19, 2010 (the "APA");

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration to Assignor paid by Assignee, the receipt of which is hereby acknowledged, and in all cases subject to the terms and conditions of the APA, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, its entire right, title and interest in and to the Marks, the goodwill of the business associated with the Marks, all rights to seek and collect damages and other relief for past and future infringements and all proceeds thereof and all other rights and proceeds associated therewith.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed on its behalf as dated below.

**MODEL ONE, INC.**  
f/k/a Nationwide Learning, Inc.,  
Nationwide Learning Resources Corporation, and  
Nationwide Learning Corporation

Date: \_\_\_\_\_, 2010


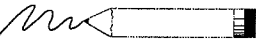
By  \_\_\_\_\_  
~~Gladys A. Gigous, Secretary~~  
Joseph E. Gigous, President

Subscribed and sworn to before me  
this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
Notary Public  
  
[Notary Seal]

**EXHIBIT A**

**U.S. FEDERAL TRADEMARK/SERVICE MARK REGISTRATIONS:**

<b>Trademark</b>	<b>Status</b>	<b>Registration No.</b>	<b>Registration Date</b>
<b>STUDENTREASURES and Design</b> 	Registered	2,853,237	June 15, 2004
<b>MOTIVATING STUDENTS TO LEARN THROUGH PUBLISHING</b>	Registered	2,770,894	October 7, 2003
<b>STUDENTALES</b>	Registered	2,760,939	September 9, 2003
<b>Design</b> 	Registered	2,749,538	August 12, 2003

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