

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM495083

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF 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>
Innovative Learning Concepts, Inc.		10/22/2018	Corporation: COLORADO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TouchMath Acquisition LLC		
<b>Street Address:</b>	5445 Mark Dabling Blvd.		
<b>City:</b>	Colorado Springs		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80918		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 21</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1718079	TOUCH MATH	
<b>Registration Number:</b>	2205916	TOUCH MATH	
<b>Registration Number:</b>	2830839	TOUCHMATH	
<b>Registration Number:</b>	2976107	TOUCHMATH	
<b>Registration Number:</b>	2976138	THE ALPHABET OF MATHEMATICS	
<b>Registration Number:</b>	4139811	TOUCHSTAR	
<b>Registration Number:</b>	4040728	TOUCHNUMERALS	
<b>Registration Number:</b>	5402008	TOUCHMATH COUNTING TOUCHPOINT TRAINING	
<b>Registration Number:</b>	5423780	TOUCHMATH JUNGLE ADDITION 1	
<b>Serial Number:</b>	86654408	TOUCHMATH OCEAN SUBTRACTION 1	
<b>Serial Number:</b>	86654401	TOUCHMATH SPACE MULTIPLICATION 1	
<b>Registration Number:</b>	5540970	TOUCHMATH	
<b>Serial Number:</b>	88085451	TOUCHPOINT ANIMAL POSTERS	
<b>Serial Number:</b>	88085433	123	
<b>Serial Number:</b>	88085449	PRE-K COUNTING QUANTITY POSTERS	
<b>Serial Number:</b>	88085439	TOUCH POINTS	
<b>Serial Number:</b>	88085436	TOUCHMATH	
<b>Serial Number:</b>	88085427	GREENEDITIONS	
<b>Serial Number:</b>	88085445	DOUBLE 9 DOMINO CARDS	

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	88085431	GREENEDITIONS
Serial Number:	88085442	3D NUMERALS

**CORRESPONDENCE DATA**

**Fax Number:** 2163634588

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 2163634677

**Email:** dpoirier@beneschlaw.com

**Correspondent Name:** Duncan H. Poirier

**Address Line 1:** Benesch Friedlander Coplan & Aronoff LLP

**Address Line 2:** 200 Public Square, Suite 2300

**Address Line 4:** Cleveland, OHIO 44114

**ATTORNEY DOCKET NUMBER:** 38447-16

**NAME OF SUBMITTER:** Duncan H. Poirier

**SIGNATURE:** /Duncan H. Poirier/

**DATE SIGNED:** 10/23/2018

**Total Attachments: 12**

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## TRADEMARK ASSIGNMENT

This Trademark Assignment, effective as of October 22, 2018 (this "Trademark Assignment"), is entered into by and between Innovative Learning Concepts, Inc., a Colorado corporation with a principal place of business at 5445 Mark Dabling Blvd., Colorado Springs, CO 80918 (the "Assignor"), and TouchMath Acquisition LLC, an Delaware limited liability company with a principal place of business at 5445 Mark Dabling Blvd., Colorado Springs, CO 80918 (the "Assignee").

### RECITALS

WHEREAS, the Assignor is the owner of all right, title, and interest in the trademarks set forth in the attached Schedule A (the "Purchased Marks");

WHEREAS, the Assignee wishes to acquire from the Assignor, and the Assignor wishes to transfer to the Assignee, all of the Assignor's right, title, and interest in and to the Purchased Marks;

WHEREAS, the Assignor and the Assignee have entered into that certain Asset Purchase Agreement of even date herewith (the "Asset Purchase Agreement"), pursuant to which the Assignee is acquiring various assets of Assignor, including the Purchased Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which the parties hereby acknowledge, the parties, intending to be legally bound, hereto agree as follows:

The Assignor hereby assigns, transfers, and conveys to the Assignee the Assignor's entire and undivided right, title and interest, whether now existing or hereafter acquired, in and to the Purchased Marks, together with all the associated goodwill of its business symbolized by the Purchased Marks, and all applications and registrations of the Purchased Marks, as well as all rights to injunctive relief, damages and profits, due or accrued, arising out of all causes of action, past, present and future, pertaining to the Purchased Marks, including infringement of the Purchased Marks, or other violations, or injury to the said goodwill, and the right to sue, either at law or in equity, and recover the same in the Assignee's own name.

The Assignor agrees to do all acts and take such further action, including the execution and acknowledgment of such additional documents as the Assignee may reasonably request, to carry out and fulfill the purposes and intent of this Trademark Assignment.

This Trademark Assignment shall be binding upon and inure to the benefit of the parties hereto, and their permitted successors in interest and assigns.

This Trademark Assignment may be executed in counterparts, each of which shall be deemed to be an original, and all of which together shall constitute one and the same instrument.

The "Recitals" as set forth above and the attached Schedule A are incorporated herein by reference into the terms of this Trademark Assignment.

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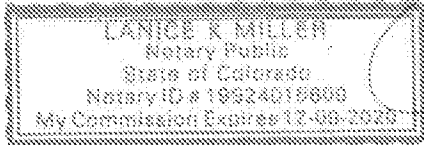
IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Trademark Assignment to be duly executed as of the date first above written.

ASSIGNOR: INNOVATIVE LEARNING CONCEPTS, INC.

By: Janet Bullock  
Name: Janet Bullock  
Title: President

STATE OF COLORADO    )  
  ) SS;  
COUNTY OF EL PASO    )

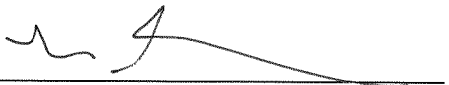
On this 19<sup>th</sup> day of October, 2018 before me appeared Janet Bullock, known to me to be President of Innovative Learning Concepts, Inc. who acknowledged that he/she signed this instrument as a free act on behalf of Innovative Learning Concepts, Inc.



Lanice K. Miller  
Notary Public:  
My commission expires: 12/9/20

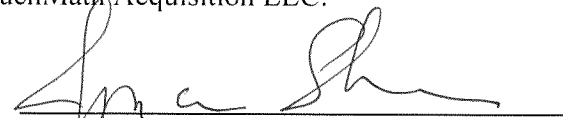
[Trademark Assignment]

ASSIGNEE: TOUCHMATH ACQUISITION LLC

By:   
Name: Lawrence Shagrin  
Title: President

STATE OF )  
                  ) SS:  
COUNTY OF )

On this 5TH day of October, 2018 before me appeared LAWRENCE SHAGRIN, known to me to be PRESIDENT of TouchMath Acquisition LLC who acknowledged that he/she signed this instrument as a free act on behalf of TouchMath Acquisition LLC.

  
Notary Public:  
My commission expires:



[Trademark Assignment]





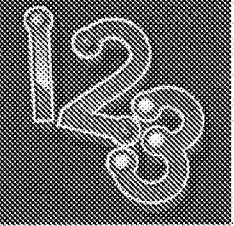

**SCHEDULE A**  
**Purchased Marks**  
**(Registered or Filed Marks)**




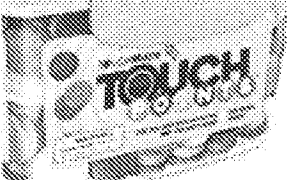

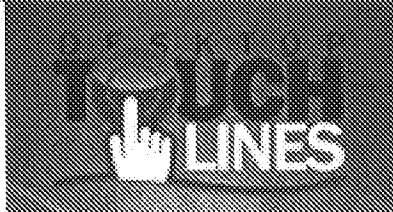
Trademark	Country	Application No.	Filed	Registration No.	Registered	Status	Class
TOUCH MATH	US	74231835	12/19/1991	1718079	9/22/1992	Registered	16
TOUCH MATH	US	74437163	9/16/1993	2205916	11/24/1996	Registered	9
TOUCHMATH	US	78162570	9/10/2002	2830839	4/6/2004	Registered	9,16
TOUCHMATH	US	78424319	5/25/2004	2976107	7/26/2005	Registered	9
THE ALPHABET OF MATHEMATICS	US	78428614	6/2/2004	2976138	7/26/2005	Registered	9,16
TOUCHSTAR	US	85129300	9/14/2010	4138611	5/8/2012	Registered	16
TOUCHNUMERALS	US	85129291	9/14/2010	4040728	10/18/2011	Registered	28
TOUCHMATH COUNTING TOUCHPOINT TRAINING	US	86654400	6/8/2015	5402008	2/13/2018	Registered	9
TOUCHMATH JUNGLE ADDITION 1	US	86654410	6/8/2015	5423780	3/13/2018	Registered	9
TOUCHMATH OCEAN SUBTRACTION 1	US	86654408	6/8/2015			Filed	9
TOUCHMATH SPACE MULTIPLICATION 1	US	86654401	6/8/2015			Filed	9
TOUCHMATH	US	87757160	1/16/2018	5640970	8/14/2018	Registered	9
	US	88085451	8/20/2018			Filed	16
	US	88085433	8/20/2018			Filed	16,28
	US	88085449	8/20/2018			Filed	16
	US	88085439	8/20/2018			Filed	28
TOUCHMATH	US	88085436	8/20/2018			Filed	9,16,2 8,42
GREENEDITIONS	US	88085427	8/20/2018			Filed	9,42
	US	88085445	8/20/2018			Filed	16,28
GREENEDITIONS	US	88085431	8/20/2018			Filed	9,42
	US	88085442	8/20/2018			Filed	9,28
TOUCHMATH	IL	226477	1/19/2010	226477	3/7/2011	Registered	9
TOUCHMATH	IL	226478	1/19/2010	226478	3/7/2011	Registered	16
TOUCHMATH	TN	TN/E/2010/403	2/24/2010	TN/E/2010/403	2/29/10	Registered	9,16
TOUCHMATH	JO	JOT185559	5/16/2010	111839	6/18/2010	Registered	16
TOUCHMATH	JO	JOT185560	5/16/2010	111892	6/22/2010	Registered	9


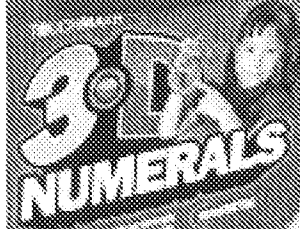
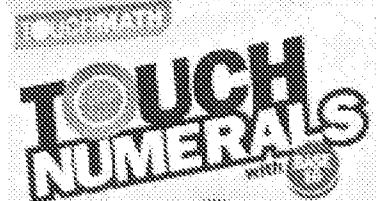



TOUCHMATH	WO (CM, BH, SY, EG, MA)	1027384	10/13/2010	1027384	1/13/2010	Registered	9,16
TOUCHMATH	DZ	100644	3/8/10	78512	3/8/10	Registered	9,16
TOUCHMATH	IQ	3/1/10	58045			Registered	9,16
TOUCHMATH	KW	3/11/10	110153	3/11/10	93341	Registered	9
TOUCHMATH	LB	2/17/10	1345	2/25/10	126914	Registered	9,16
TOUCHMATH	MR	2/28/10	3 2010 00517	10/29/10	83986	Registered	9,16
TOUCHMATH	QA	3/23/10	61395	3/29/12	61395	Registered	9
TOUCHMATH	QA	3/23/10	61396	3/23/10	61396	Registered	16
TOUCHMATH	SA	4/10/10	153597	8/23/11	1275/03	Registered	9
TOUCHMATH	SA	4/10/10	153598	8/23/10	1275/04	Registered	16
TOUCHMATH	SD	3/21/10	42395	11/22/11	42395	Registered	9
TOUCHMATH	SD	3/21/10	42396	3/21/10	42396	Registered	16
TOUCHMATH	AE	2/23/10	139413	10/26/11	158254	Registered	9
TOUCHMATH	AE	2/23/10	139414	10/26/11	158255	Registered	16
TOUCHMATH	YE	7/10/10	52135		40665	Registered	9
TOUCHMATH	YE	7/10/10	52134		40658	Registered	16

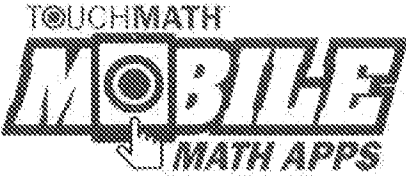
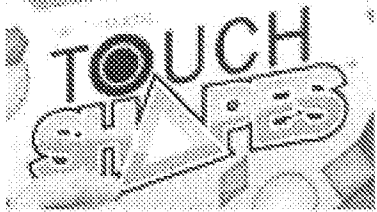
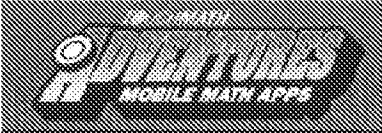

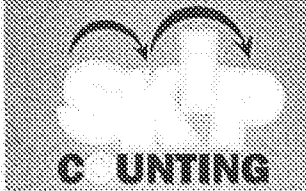


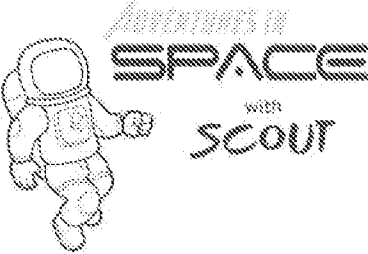



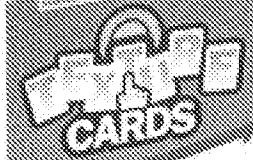
**SCHEDULE A Continued**  
**Purchased Marks**  
**(Unregistered Marks)**

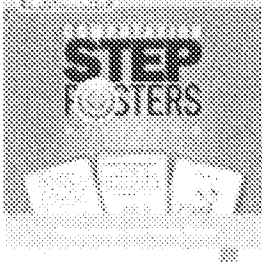

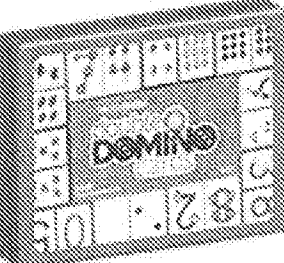


Mark	Goods / Services
"GREENEDITIONS"	Class 9: Downloadable software featuring lesson planning aids, instruction in mathematics and educational videos;
"TOUCHMATH DOWNLOADABLE GREENEDITIONS"	Class 9: Downloadable software featuring lesson planning aids, instruction in mathematics and educational videos;
"TOUCHMATH DOWNLOADABLE GREENEDITIONS RAISE TEST SCORES. SAVE MONEY. HELP THE PLANET."	Class 9: Downloadable software featuring lesson planning aids, instruction in mathematics and educational videos;
 <p>Raise test scores. Save money. Help the planet.</p>	Class 9: Downloadable software featuring lesson planning aids, instruction in mathematics and educational videos;
	Class 9: Downloadable software featuring lesson planning aids, instruction in mathematics and educational videos;
	Class 9: Downloadable software featuring lesson planning aids, instruction in mathematics and educational videos;
	Class 9: Downloadable software featuring lesson planning aids, instruction in mathematics and educational videos;
	Class 9: Educational software featuring instruction in mathematics; educational apparatus; Class 16: Printed educational materials in the field of mathematics; Class 28: Educational toys for teaching math principles;
 <p>TOUCHMATH</p>	Class 9: Educational software featuring instruction in mathematics; educational apparatus; Class 16: Printed educational materials in the field of mathematics; Class 28: Educational toys for teaching math principles;

 <p>TOUCHMATH 123 THE ALPHABET OF MATHEMATICS &amp; Design™</p>	<p>Class 9: Educational software featuring instruction in mathematics; educational apparatus; Class 16: Printed educational materials in the field of mathematics; Class 28: Educational toys for teaching math principles;</p>
 <p>"123 &amp; Design"</p>	<p>Class 9: Educational software featuring instruction in mathematics; educational apparatus; Class 16: Printed educational materials in the field of mathematics; Class 28: Educational toys for teaching math principles;</p>
<p>"REACHING AND TEACHING ALL LEARNERS SINCE 1975"</p>	<p>Class 9: Educational software featuring instruction in mathematics; educational apparatus; Class 16: Printed educational materials in the field of mathematics; Class 28: Educational toys for teaching math principles;</p>
<p>"TOUCHMATH REACHING AND TEACHING ALL LEARNERS SINCE 1975."</p>	<p>Class 9: Educational software featuring instruction in mathematics; educational apparatus; Class 16: Printed educational materials in the field of mathematics; Class 28: Educational toys for teaching math principles;</p>
 <p>"TOUCHMATH &amp; Design"</p>	<p>Class 9: Educational software featuring instruction in mathematics; educational apparatus; Class 16: Printed educational materials in the field of mathematics; Class 28: Educational toys for teaching math principles;</p>
<p>"TOUCH POINTS"</p>	<p>Class 9: Educational apparatus, namely, foam discs for use as teaching aids in the field of mathematics; Class 28: Educational toys for teaching math principles;</p>
 <p>"TOUCH POINTS &amp; Design"</p>	<p>Class 9: Educational apparatus, namely, foam discs for use as teaching aids in the field of mathematics; Class 28: Educational toys for teaching math principles;</p>
<p>"TOUCH CARDS"</p>	<p>Class 16: Educational publications, namely, cards in the field of mathematics; Class 28: Educational card games;</p>
<p>"TOUCHPOINT POSTERS"</p>	<p>Class 16: Educational publications;</p>
 <p>"TOUCHPOINT POSTERS &amp; Design"</p>	<p>Class 16: Educational publications;</p>
<p>"DESKTOP TOUCH LINES"</p>	<p>Class 16: Educational publications;</p>
 <p>"DESKTOP TOUCH LINES &amp; Design"</p>	<p>Class 16: Educational publications;</p>

<p>"STUDENT NUMBER CARDS"</p>	<p>Class 16: Educational publications, namely, cards in the field of mathematics; Class 28: Educational card games;</p>
 <p>"STUDENT NUMBER CARDS &amp; Design"</p>	<p>Class 16: Educational publications, namely, cards in the field of mathematics; Class 28: Educational card games;</p>
<p>"3D NUMERALS"</p>	<p>Class 9: Educational apparatus, namely, numbers for use as teaching aids in the field of mathematics; Class 28: Educational toys for teaching math principles;</p>
 <p>"3D NUMERALS &amp; Design"</p>	<p>Class 9: Educational apparatus, namely, numbers for use as teaching aids in the field of mathematics; Class 28: Educational toys for teaching math principles;</p>
 <p>"TOUCH NUMERALS &amp; Design"</p>	<p>Class 9: Educational apparatus, namely, foam numbers, symbols and discs for use as teaching aids in the field of mathematics; Class 28: Educational toys for teaching math principles;</p>
<p>"FLIPCARDS"</p>	<p>Class 16: Educational publications, namely, cards in the field of mathematics; Class 28: Educational card games;</p>
 <p>"FLIP CARDS &amp; Design"</p>	<p>Class 16: Educational publications, namely, cards in the field of mathematics; Class 28: Educational card games;</p>
<p>"TOUCHMATH TUTOR SOFTWARE"</p>	<p>Class 9: Educational software featuring instruction in mathematics;</p>
 <p>"TOUCHMATH TUTOR SOFTWARE &amp; Design"</p>	<p>Class 9: Educational software featuring instruction in mathematics;</p>
<p>"TOUCHMATH CONNECT"</p>	<p>Class 9: Educational software featuring instruction in mathematics;</p>
 <p>"TOUCHMATH CONNECT &amp; Design"</p>	<p>Class 9: Educational software featuring instruction in mathematics;</p>

"TOUCHMATH MOBILE MATH APPS"	Class 9: Educational software featuring instruction in mathematics;
	Class 9: Educational software featuring instruction in mathematics;
"TOUCHMATH MOBILE MATH APPS & Design"	
"TOUCHMATH ADVENTURES MOBILE MATH APPS"	Class 9: Educational software featuring instruction in mathematics;
"TOUCHSHAPES"	Class 9: Educational apparatus, namely, plastic shapes for use as teaching aids in the field of mathematics; Class 28: Educational toys for teaching math principles;
	Class 9: Educational apparatus, namely, plastic shapes for use as teaching aids in the field of mathematics; Class 28: Educational toys for teaching math principles;
"TOUCH SHAPES & Design"	
"TOUCHMATH ADVENTURES MOBILE MATH APPS"	Class 9: Educational software featuring instruction in mathematics;
	Class 9: Educational software featuring instruction in mathematics;
"TOUCHMATH ADVENTURES MOBILE MATH APPS & Design"	
"TOUCHMATH TEACHER TRAINING"	Class 9: Visual recordings featuring instruction in mathematics;
	Class 9: Visual recordings featuring instruction in mathematics;
"TOUCHMATH TEACHER TRAINING 123 & Design"	
"SKIP COUNTING"	Class 9: Children's educational music CDs; Class 16: Educational publications;
	Class 9: Children's educational music CDs; Class 16: Educational publications;
"SKIP COUNTING & Design"	

 <p>"ADVENTURES IN SPACE WITH SCOUT &amp; Design"</p>	<p>Class 16: Educational publications;</p>
<p>"MONEY KIT"</p>	<p>Class 9: Visual recordings featuring instruction in mathematics; Class 16: Educational publications;</p>
 <p>"MONEY KIT &amp; Design"</p>	<p>Class 9: Visual recordings featuring instruction in mathematics; Class 16: Educational publications;</p>
<p>"REAL MONEY KIT"</p>	<p>Class 9: Visual recordings featuring instruction in mathematics; Class 16: Educational publications;</p>
 <p>"REAL MONEY SET &amp; Design"</p>	<p>Class 9: Visual recordings featuring instruction in mathematics; Class 16: Educational publications;</p>
<p>"TOUCHCUBES"</p>	<p>Class 16: Educational publications;</p>
<p>"NUMBER CONCEPT POSTERS"</p>	<p>Class 16: Educational publications; Class 16: Educational publications;</p>
 <p>"NUMBER CONCEPT POSTERS &amp; Design"</p>	<p>Class 16: Educational publications, namely, cards in the field of mathematics; Class 28: Educational card games;</p>
<p>"TEXTURE CARDS"</p>	<p>Class 16: Educational publications, namely, cards in the field of mathematics; Class 28: Educational card games;</p>
 <p>"TEXTURE CARDS &amp; Design"</p>	<p>Class 16: Educational publications, namely, cards in the field of mathematics; Class 28: Educational card games;</p>
<p>"COMPUTATION STEP POSTERS"</p>	<p>Class 16: Educational publications;</p>

 <p>"COMPUTATION STEP POSTERS &amp; Design"</p>	<p>Class 16: Educational publications;</p>
 <p>"HOME SCHOOL &amp; Design"</p>	<p>Class 16: Educational publications;</p>
<p>"DOUBLE9 DOMINO CARDS"</p>	<p>Class 16: Educational publications, namely, cards in the field of mathematics;</p>
 <p>"DOUBLE9 DOMINO CARDS &amp; Design"</p>	<p>Class 28: Educational card games;</p> <p>Class 16: Educational publications, namely, cards in the field of mathematics;</p> <p>Class 28: Educational card games;</p>
<p>"COUNTING QUANTITY POSTERS"</p>	<p>Class 16: Educational publications;</p>
 <p>"COUNTING QUANTITY POSTERS &amp; Design"</p>	<p>Class 16: Educational publications;</p>
<p>"TOUCHPOINT ANIMAL POSTERS"</p>	<p>Class 16: Educational publications;</p>
 <p>"TOUCHPOINT ANIMAL POSTERS &amp; Design"</p>	<p>Class 16: Educational publications;</p>