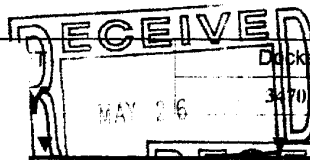


06-17-1998



Docket No.:
34705-000

Tab settings → → →

5/22/98



To the Honorable Commissioner of Pat.

100741305

attached original documents or copy thereof

1. Name of conveying party(ies):
The Learning Network LLC

2. Name and address of receiving party(ies):

Name: Sterling Bank

Internal Address:

Street Address 3100 Route 38

City: Mount Laurel

State: NJ ZIP: 08054

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company (IE)

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

Additional names(s) of conveying party(ies) attached? Yes No

If assignee is not domiciled in the United States, a domestic representative designation is attached? Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: May 11, 1998

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,121,417	1,554,648
1,121,850	1,778,926
1,136,788	1,810,723

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James R. Meyer, Esq.

Internal Address:

Schnader Harrison Segal & Lewis LLP

Suite 3600

Street Address: 1600 Market Street

City: Philadelphia

State: PA ZIP: 19103

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

06/15/1998 SSMITH 00000155 1121417

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 125.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

JAMES R. MEYER

Name of Person Signing

Signature

5/20/98

Date

Total number of pages including cover sheet, attachments, and document: 3



REEL: 1741 FRAME: 0066



TRADEMARK ASSIGNMENT

WHEREAS, THE LEARNING NETWORK LLC (hereinafter referred to as "Assignor"), a limited liability company, having a principal business office at 113 Gaither Drive, Mount Laurel, New Jersey 08054, has adopted and used, and is using, and is the owner of all right, title and interest in and to the trademarks enumerated on Schedule "A" annexed hereto (hereinafter referred to as the "Marks"); and

WHEREAS, Assignor has agreed to grant, bargain, assign, mortgage, pledge and create a security interest in the Marks and the registrations thereof and conveys same to STERLING BANK (hereinafter referred to as "Assignee") as collateral for obligations of Assignor to Assignee, having a principal business office at 3100 Route 38, Mount Laurel, New Jersey 08054;

NOW, THEREFORE, in consideration of good and valuable consideration heretofore provided to the Assignor by the Assignee, the receipt and sufficiency of which are hereby acknowledged, THE ASSIGNOR HEREBY GRANTS, BARGAINS, ASSIGNS, MORTGAGES, PLEDGES AND CREATES A SECURITY INTEREST IN the Marks and the registrations thereof, together with the goodwill of the business symbolized by and associated with the Marks, and conveys same to Assignor as collateral for the obligations of Assignor to Assignee described in a Security Agreement of even date herewith.

The Assignor hereby authorizes and requests the United States Commissioner of Patents and Trademarks, and such officials in foreign countries as are duly authorized by their laws to register trademarks, to register the security interest granted herein on any and all certificates of registration of the Marks.

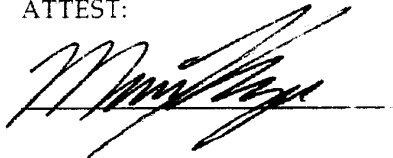
TRADEMARK
REEL: 1741 FRAME: 0067



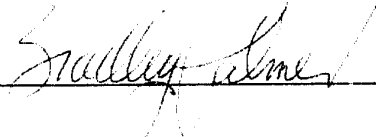
This Assignment shall be binding upon the Assignor's successors, assigns and legal representatives and, upon notice from the Assignee, Assignor hereby agrees to cease using the Marks.

IN WITNESS WHEREOF, the Assignor has caused the hand of its duly authorized representative to be subscribed hereto as of this 11th day of May, 1998.

ATTEST:



THE LEARNING NETWORK LLC

By: 

STATE OF NEW JERSEY :

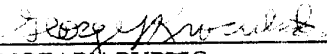
ss.

COUNTY OF BURLINGTON :

On the 11th day of May, 1998, before me personally appeared Bradley Palmer known to me to be the President of The Learning Network LLC, a limited liability company, and who signed the foregoing Assignment in my presence and acknowledged under oath before me that he has read the same and knows the contents thereof and that, being authorized so to do, he executed the same on behalf of said limited liability company for the purposes set forth therein.

My commission expires:

~~_____~~
(Notarial Seal)



NOTARY PUBLIC
George J. Kowalik
Attorney-at-Law
State of New Jersey

kr1459.wm-4/98-assign.6



EXHIBIT 1

Reg. No.

PROJECT LEARN	1,121,417
POWER LEARNING	1,121,850
SPEED LEARNING	1,136,788
STRAIGHT TALK ON RAISING KIDS	1,554,648
SPEECH POWER	1,778,926
POWER WRITING	1,810,723

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRANSMITTAL LETTER (GENERAL)
(With Certificate of Mailing by First Class Mail)

D

Applicant/Registrant: **The Learning Network LLC**
Serial No.:
Registration No.: **1,121,417 1,121,850 1,136,788 1,554,648**
Trademark: **1,778,926 1,810,723**

Docket No.
347051-000

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

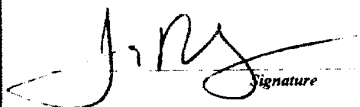
Transmitted herewith is the following:

- 1. **Recordation Form Cover Sheet; and**
- 2. **Trademark Assignment (security agreement) in favor of Sterling Bank (3 sheets).**

No fee is required.

Please charge Deposit Account No. _____ in the amount of _____
A duplicate copy of this sheet is enclosed

A check in the amount of \$165.00 is attached.
Any excess or insufficiency should be credited or debited to Deposit Account No. 14-1655
A duplicate copy of this sheet is enclosed.


Signature

Dated: May 20 1998

James R. Meyer, Esq.
Schnader Harrison Segal & Lewis
1600 Market Street, Suite 3600
Philadelphia, PA 19103
(215) 751-2622

I certify that this document and fee is being deposited on 5/22/98 with the U.S. Postal Service as first class mail under 37 C.F.R. 1.8 and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.


Signature of Person Mailing Correspondence

Nancy C. Young
Typed or Printed Name of Person Mailing Correspondence

cc:

TRADEMARK

TM08/REV33

RECORDED: 05/22/1998

REEL: 1741 FRAME: 0070