

Box Assignments  
Commissioner of Patent  
and Trademarks  
Washington DC 20231

06-24-1998  
100745550

JUN 5 1998

CERTIFICATE OF MAILING  
I hereby certify that this correspondence and any documents indicated as being enclosed therein are being deposited with United States Postal Service as first class mail in an envelope addressed to "Box Assignments, Commissioner of Patents and Trademarks, Washington DC 20231"  
JUN 1 1998  
Date of Deposit  
Thomas C. Folsom

**RECORDATION FORM COVER SHEET TRADEMARKS ONLY**

1. Name of Conveying Party(s):

Name: Jones Education Company  
Type of entity: Corporation

6-5-98

2. Name and Address of Receiving Party(s):

Name: Jones International, Ltd.  
Address: 9697 East Mineral Avenue, Englewood, Colorado 80112  
Type of entity: Corporation

3. Nature of Conveyance: Security Interest 27  
Execution Date: 05/08/98

4. Application Number(s) and/or Registration Numbers

- 2,117,994
- 1,944,225
- 2,131,423
- 75/210,414
- 75/389,095
- 75/322,313
- 75/210,398
- 75/271,924
- 75/389,094
- 74/668,126
- 75/333,588

5. Name and Address of Party to Whom Correspondence Concerning Document Should Be Mailed:

Thomas C. Folsom  
Davis, Graham & Stubbs LLP  
P.O. Box 185  
Denver, CO 80201-0185

6. Total Number of Applications and/or Registrations Involved: 11

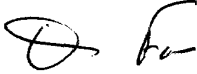
00000041 2117994  
06/24/1998 110811  
40.00 DP  
250.00 DP  
01 FC:481  
02 FC:482

7. Total Fee: \$290

X Enclosed (Check No. 421549)

8. 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.

Dated: June 1, 1998

  
\_\_\_\_\_  
Thomas C. Folsom, Reg. No. 35,514

Enclosed: Memorandum for Recording (3 pages), Check No. 421549, postcard receipt

MEMORANDUM FOR RECORDING  
(FEDERAL TRADEMARKS)

THIS MEMORANDUM FOR RECORDING (FEDERAL TRADEMARKS) is entered into by and between JONES EDUCATION COMPANY, a Colorado corporation ("Debtor"), having a business address at 9697 E. Mineral Avenue, Englewood, Colorado 80112 and JONES INTERNATIONAL, LTD., a Colorado corporation ("Creditor"), as Collateral Agent for itself and Jones Global Group, Inc., a Colorado corporation, having a business address at 9697 E. Mineral Avenue, Englewood, Colorado 80112, to be effective for all purposes as of March 31, 1998.

RECITALS

A. Debtor is the owner of those Lanham Act trademark and service mark registrations identified in Exhibit A attached hereto (the "Marks"), together with related goodwill (the "Goodwill").

B. Debtor and Creditor are parties to a Security Agreement (Trademarks) of even effective date herewith (the "Agreement"); Debtor has granted, and desires to confirm for purposes of recording that it has granted a security interest in the Marks and Goodwill to Creditor; and Creditor has acquired and desires to confirm by recording that it has acquired a security interest in the Marks and the Goodwill.

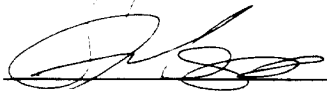
GRANT OF SECURITY INTEREST

Debtor, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, confirms that it has granted a security interest in the Marks and Goodwill to Creditor pursuant to the Agreement, and Debtor does hereby grant Debtor, on the terms more particularly set forth in the Agreement, a security interest in and to the Marks and the Goodwill.

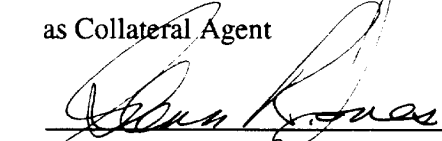
IN TESTIMONY WHEREOF, the parties have caused this Memorandum for Recording (Federal Trademarks) to be executed on their behalf on the dates set forth

below to be effective for all purposes as of the date first set forth above.

DEBTOR:  
JONES EDUCATION COMPANY

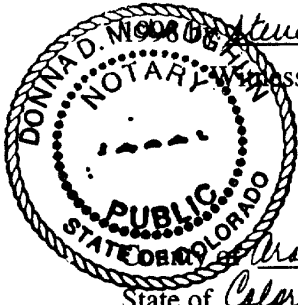
  
By: Treasurer  
Date: As of 3/31/98

CREDITOR:  
JONES INTERNATIONAL, LTD.,  
as Collateral Agent

  
By: CEO and President  
Date: As of 3/31/98

County of Grapeshoe )  
State of Colorado )

The foregoing instrument was acknowledged before me this 8th day of May,  
1998 by Steve Gamp as Treasurer of JONES EDUCATION COMPANY.

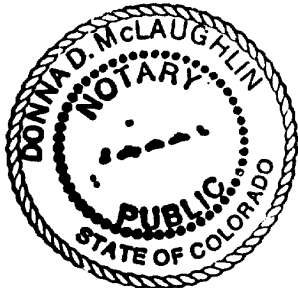


Witness my hand and official seal.

My Commission expires: 10-10-01  
Notary's Signature: Donna D. McLaughlin

County of Grapeshoe )  
State of Colorado )

The foregoing instrument was acknowledged before me this 8th day of May,  
1998 by Glenn R. Jones as CEO and President of JONES INTERNATIONAL, LTD.



Witness my hand and official seal.

My Commission expires: 10-10-01  
Notary's Signature: Donna D. McLaughlin

**EXHIBIT A  
TO  
MEMORANDUM FOR RECORDING  
(FEDERAL TRADEMARKS)**

<b><u>Mark</u></b>	<b><u>Registration/Application Number</u></b>
JEC KNOWLEDGE TV and Design	2,117,994
MAKE ALL THE WORLD A SCHOOL	1,944,225
VIDEO SOFTWARE SCHOOL	2,131,423
COLLEGE CONNECTION	75/210,414
COURSE CONNECTION	75/389,095
DREAMS COME TRUE	75/322,313
JEC COLLEGE CONNECTION and Design	75/210,398
JEC KNOWLEDGE INSTITUTE	75/271,924
TESTMAKER	75/389,094
VIRTUAL TRADE SHOW	74/668,126
WRITER'S BLOCK	75/333,588