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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

U.S. Patent & TMOtc/TM Mail Rcpt Dt. #10

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Advanced Learning Technologies, L.L.C.

Individual(s) Association
 General Partnership Limited
 Corporation- Partnership
 Other - Oregon limited liability company
Additional name(s) of conveying party(ies) attached? yes no

2. Name and address of receiving party(ies):
Name: Advanced Learning Technologies, Inc.
Internal Address: _____
Street Address: 200 SE Park Plaza Drive, Suite 1001
City Vancouver State WA ZIP 98684

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 5, 1998

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

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

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

A. Trademark Application No.(s)
75/104,598

B. Trademark registration No.(s)

Additional numbers attached? Yes No

6. Total number of applications and registrations involved:

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

Name: Richard J. Polley, Esq.

Klarquist Sparkman Campbell Leigh & Whinston, LLP

Internal Address:
One World Trade Center, Suite 1600

Street Address:
121 S.W. Salmon Street, Suite 1600

City Portland State Oregon ZIP 97204-2988

7. Total fee (37 CFR 3.41):...\$40.00

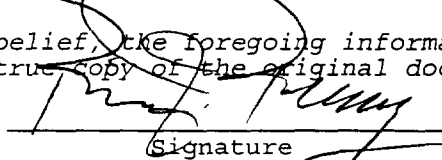
Enclosed

Any deficiency/overpayment is authorized to be charged to deposit account

8. Deposit account number: 02-4550

DO NOT USE THIS SPACE

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.

Richard J. Polley, Esq.  October 7, 1998
Name of Person Signing Signature Date

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

OMB No. 0651-0011 (exp. 4/94)

MRD 10-7-98

11/04/1998 SBURMS 00000000 024550 75104598
01 FC:481 40.00 CH

TRADEMARK
REEL: 1809 FRAME: 0069

ASSIGNMENT

WHEREAS, Advanced Learning Technologies, L.L.C., an Oregon limited liability company, that did business prior to December 26, 1997, at 201 NE Park Plaza Drive, Suite 260, Vancouver, Washington 98684, is the record owner of United States Intent-to-Use Trademark Application, Serial No. 75/104,598, filed May 10, 1996, covering the mark THE SMILE CHANNEL; and

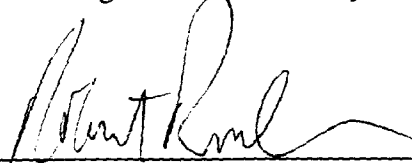
WHEREAS, Advanced Learning Technologies, Inc., a Washington corporation, having offices at 200 SE Park Plaza Drive, Suite 1001, Vancouver, Washington 98684, acquired the trademark, the above-identified application for registration therefor, and the on-going and existing portion of the business to which the trademark pertains on December 26, 1997;

NOW, THEREFORE, to All Whom it May Concern:

Be it known that for good and valuable consideration, receipt of which is hereby acknowledged, Advanced Learning Technologies, L.L.C. did assign and does hereby assign unto Advanced Learning Technologies, Inc. all rights, title and interest in and to (a) the trademark, together with the good will of the business symbolized by the trademark, (b) the above-identified application for registration thereof, and (c) the on-going and existing portion of the business of Advanced Learning Technologies, L.L.C. to which the trademark pertains.

EXECUTED this 5th day of October, 1998, effective as of December 26, 1997.

ADVANCED LEARNING TECHNOLOGIES,
L.L.C., an Oregon limited liability company

By: 
Robert Rondeau, Member, as of
the effective date of this assignment