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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

10-17-2000

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U.S. Patent & TMO/TM Mail Rpt Dt. #58

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

1. Name of conveying party(ies): 10-17-00

Paul S. Rago

Individual(s) Association

General Partnership Limited Partnership

Corporation - State

Other _____

Add'l name(s) of conveying party(ies) attached? Yes No

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

Name: Shoot the Moon Products II, LLC

Internal Address: Suite 106

Street Address: 3825 Hopyard Road

City: Pleasanton State: CA ZIP: 94558

Individual(s) citizenship

Limited Partnership

Corporation - State

Other: Limited Liability Corporation

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

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

Execution Date: October 11, 2000

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

A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) 2,022,307

Additional numbers attached? Yes No

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

Name: William E. Alford

6. Total number of applications and registrations involved: 1

Internal Address:

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN

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

Enclosed

Authorized to be charged to deposit account

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

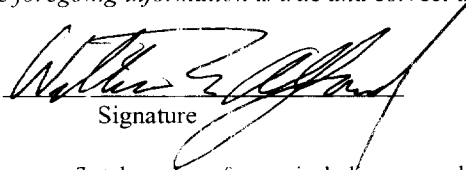
8. Deposit account number:

02-2666

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.

William E. Alford
Name of Person Signing



Signature

10/11/00
Date

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

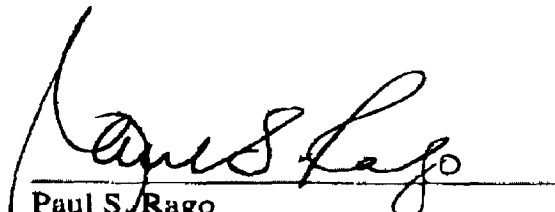
ASSIGNMENT

WHEREAS, Paul S. Rago, a United States citizen, having a place of business at 3825 Hopyard Road, Suite 106, Pleasanton, CA 94558 (hereinafter called the "Assignor"), is the owner of the trademark WORLD CLASS for "educational and school products, namely, binders and personal organizers" and the registration therefor, namely U.S. Registration Number 2,022,307 dated December 10, 1996;

AND, WHEREAS, Shoot The Moon Products II, LLC, a limited liability company organized under the laws of the State of California, United States of America, having a place of business at 3825 Hopyard Road, Suite 106, Pleasanton, CA 94558 (hereinafter called the "Assignee") is desirous of acquiring from said Assignor the entire right, title and interest in and to the trademark WORLD CLASS together with the goodwill of the business pertaining thereto, and the Assignor is willing to assign the WORLD CLASS trademark and associated goodwill and the noted registration to Assignee.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and adequacy of which Assignor hereby acknowledges, Assignor does hereby sell, assign and transfer unto the Assignee, its entire right, title and interest in and to the aforesaid trademark, together with the goodwill of the business pertaining thereto and the registration therefor.

IN WITNESS WHEREOF, Assignor has executed this assignment on the 4 day of October, 2000.


Paul S. Rago
Assignor

Attorney Ref. No.: 078781.T080
RWB/WEA/sm
Registration No.: 2,022,307