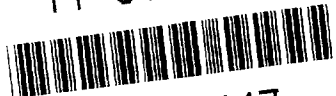


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OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

11-1-01

1. Name of conveying party(ies):
Harquin Enterprises Limited

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

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

2. Name and address of receiving party(ies)

Name: **Brighter Vision Inc.**
Internal
Address: **Legal Department**

Street Address: **225 Duncan Mill Road**
City: **Don Mills** State: **Ontario** Zip: **M3B 3K9**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Delaware
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **October 3, 2001**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2421122

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: **1**

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

Name: **Fross Zelnick Lehrman & Zissu, P.C.**

Internal Address: **Attention: J. Allison Strickland**

Street Address: **866 United Nations Plaza**

City: **New York** State: **New York** Zip: **10017**

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

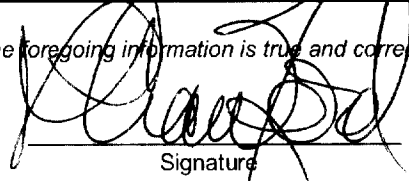
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
500570

(Attach duplicate copy of this page if paying by deposit account)

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.

Lena M. Crawford  **October 30, 2001**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **5**

11/01/2001 DBYRNE 00000123 500570 2421122

01 FC:401 40.00 CH

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002392 FRAME: 0627

POWER OF ATTORNEY

Assignee hereby gives power of attorney and hereby appoints Fross Zelnick Lehrman & Zissu, P.C., 866 United Nations Plaza, New York, New York 10017, Attention: J. Allison Strickland (Telephone: 212-813-5900) to transact all business in the Patent and Trademark Office in connection therewith, and to receive all notices and correspondence in connection therewith.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Fross Zelnick Lehrman & Zissu, P.C., 866 United Nations Plaza, New York, New York 10017, Attention: J. Allison Strickland (Telephone: 212-813-5900), is hereby designated Assignee's representative upon whom notices or process in proceedings affecting the marks may be served.

BRIGHTER VISION INC.

By: 

Name: Hélène Lévesque

Title: Secretary

Date: October 3, 2001

TRADEMARK ASSIGNMENT

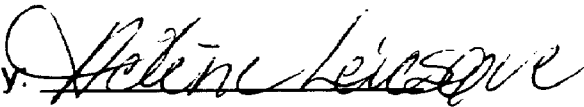
WHEREAS, *Harlequin Enterprises Limited*, incorporated under the laws of the Province of Ontario, with its office at 225 Duncan Mill Road, Don Mills, Ontario, M3B 3K9 ("Assignor"), by itself and/or through a licensee, has used or has a bona fide intention to use the trademarks in the United States of America as set forth in attached Schedule A ("Trademarks"); and

WHEREAS, *Brighter Vision Inc.*, incorporated under the laws of Delaware, with its office at 225 Duncan Mill Road, Don Mills, Ontario, M3B 3K9 ("Assignee") is desirous of acquiring any and all rights that Assignor may have in and to the Trademarks in the United States of America, along with any registrations and pending registrations therefor, together with the goodwill attached to the Trademarks and the right to recover for damages and profits for past infringements thereof;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer and set over to and unto Assignee all right, title and interest in and to the Trademarks in the United States of America and any registrations and pending registrations therefor, together with the goodwill attached to the Trademarks and the right to recover for damages and profits for past infringements thereof.

EXECUTED at Toronto, this 3rd day of October, 2001.

HARLEQIN ENTERPRISES LIMITED

By: 

Name: Hélène Lévesque

Title: V.P. Legal Affairs

SCHEDULE A

Mark: LEARNING ADVENTURES

Type: Common Law Mark

Registrant: Harlequin Enterprises Limited

Application No.: 76/108,267

Mark: APPROVED BY TEACHERS. LOVED BY KIDS!

Registrant: Harlequin Enterprises Limited

Application No.: 76/114,511

Mark: BRIGHTER VISION LEARNING ADVENTURES

Registrant: Harlequin Enterprises Limited

Registration No.: 2400350

Registration Date: October 31, 2000

Mark: BRIGHTER VISION

Registrant: Harlequin Enterprises Limited

Registration No.: 2364798

Registration Date: July 4, 2000

Mark: BRIGHTER VISION and Design

Registrant: Harlequin Enterprises Limited

Registration No.: 2421122

Registration Date: January 16, 2001

Mark: HANDS ON MATH