

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
AlphaSmart, Inc.
973 University Avenue
Los Gatos, California 95032

Individuals Association
 General Partnership Limited Partnership
 Corporation-State **CA**
 Other _____

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

2. Name and address of receiving party(ies)
Name: **Union Bank of California, N.A.**
Internal
Address: _____
Street Address: **601 Potrero Grande Drive**
Monterey
City: **Park** State: **CA** Zip: **91754**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **Banking association**

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 **Grant of Trademark Security Interest**

Execution Date: **May 30, 2003**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/391,348
75/793,524
75/793,418

B. Trademark No.(s)
1,820,498 2,586,435
2,558,868
2,633,459

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Diana Sanchez Bentz**
Internal Address: _____
Cooley Godward LLP
5 Palo Alto Square
Street Address: **3000 El Camino Real**
City: **Palo Alto** State: **CA** Zip: **94306**

6. Total number of applications and trademarks involved. **7**

7. Total fee (37 CFR 3.41)..... \$ **190.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
03-3115
(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.

Diana Sanchez Bentz **June 2, 2003**
Name of Person Signing Signature Date

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

214113-116/ 407644/Right fax to 703-306-5995

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

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant/Applicant: AlphaSmart, Inc. f/k/a Intelligent Peripheral Devices, Inc.
Trademarks: See Attached Exhibit A

GRANT OF TRADEMARK SECURITY INTEREST

WHEREAS, AlphaSmart, Inc., a California corporation, having its principal offices at 973 University Avenue, Los Gatos, California 95032 ("AlphaSmart"), has adopted, used or had an intent-to-use the Trademarks listed in the attached Exhibit A, now registered or in the process of registration in the United States Patent and Trademark Office;

WHEREAS, AlphaSmart entered into that certain Security Agreement dated May __, 2003 (the "Security Agreement"), with Union Bank of California, N.A., a national banking association organized under the laws of the United States, ("Lender");

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, AlphaSmart hereby:

- 1. grants and assigns to Lender all right, title and interest of AlphaSmart pursuant to the Agreement in the Trademarks, which are described more fully on Exhibit A, without recourse or representation or warranty, express or implied; and
2. authorizes and requests the Commissioner of Patents and Trademarks of the United States of America to note and record the existence of the Grant hereby given.

IN WITNESS WHEREOF, AlphaSmart has caused this Grant to be signed by its duly authorized representative as of this 30th day of May 2003.

ALPHASMART, INC.

By: James M Walker
Name: JAMES M. WALKER
Title: COO, CEO

Exhibit A**U.S. TRADEMARKS**

| Trademark Description | Application/Registration Number | Filing or Issue Date |
|------------------------------|--|-----------------------------|
| ALPHASYNC | 75/684,632 | April 16, 1999 |
| | | |
| ALPHA UPDATER | 75/684,472 | April 16, 1999 |
| | | |
| ALPHA SMART | 1,820,498 | February 8, 1994 |
| | | |
| TURBOTRANSFER | 2,558,868 | April 9, 2002 |
| | | |
| ALPHAHUB | 2,586,435 | June 25, 2002 |