

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 Correction of 76/391,348 recorded at reel/frame 002662/0289

Execution Date: May 30, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/391,548

Additional numbers attached? Yes No

B. Trademark No.(s)

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. 1

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

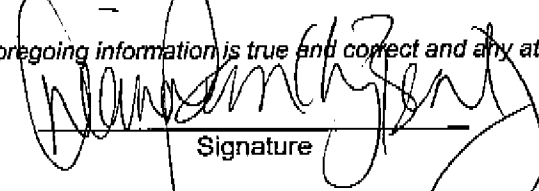
Enclosed
 Authorized to be charged to deposit account

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
Name of Person Signing


Signature

September 7, 2004
Date

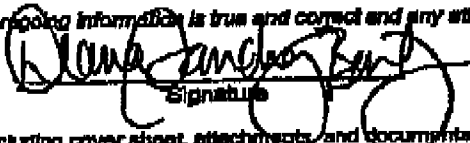
Total number of pages including cover sheet, attachments, and documents: 7

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OPR/ASSIGNMENTS
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6/4/03 9:14 PAGE 4/4 RightFAX
COOLEY GODWARD HN #1A
06/02/2003
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Form FTO-1594 (Rev. 10/02) OMB No. 0851-0027 (exp. 09/30/2005)		REGISTRATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
Tab settings → → →					
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 <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State CA <input type="checkbox"/> Other _____			2. Name and address of receiving party(ies) Name: <u>Union Bank of California, N.A.</u> Internal: _____ Address: _____ Street Address: <u>801 Potrero Grande Drive</u> Monterey <input type="checkbox"/> City: <u>Park</u> State: <u>CA</u> Zip: <u>91734</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>Banking association</u> If assignee is not domiciled in the United States a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Grant of Trademark Security Interest</u> Execution Date: <u>May 30, 2003</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>767391,349</u> <i>should be 761391,548</i> <u>76733,624</u> <u>76733,415</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			B. Trademark No.(s) <u>1,820,436</u> <u>2,586,435</u> <u>2,355,558</u> <u>2,833,438</u>		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Diana Sanchez Bantz</u> Internal Address: _____ <u>Cooley Godward LLP</u> <u>6 Palo Alto Square</u> Street Address: <u>3000 El Camino Real</u> City: <u>Palo Alto</u> State: <u>CA</u> Zip: <u>94308</u>			6. Total number of applications and trademarks involved. <input checked="" type="checkbox"/>		
			7. Total fee (37 CFR 3.41) \$ <u>190.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
			8. Deposit account number: <u>05-3115</u> (Attach duplicate copy of this page if paying by deposit account)		
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <u>Diana Sanchez Bantz</u> Name of Person Signing			 Signature <u>June 2, 2003</u> Date		
Total number of pages including cover sheet, attachments, and documents: <input checked="" type="checkbox"/> 3					

214113-118/407844/Right fax to 703-998-0993

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Exam Assignments
Washington, D.C. 20230

Exhibit A
U.S. TRADEMARKS

Trademark Description	Application/Registration Number	Filing or Issue Date
ALPHA SMART	1,820,498	February 8, 1994
TURBOTRANSFER	2,558,868	April 9, 2002
ALPHAHUB	2,586,435	June 25, 2002
ALPHATEST	75/793,524	September 7, 1999
SMARTAPPLET	2,633,459	10/8/2002
ALPHAQUIZ	75/793,418	September 7, 1999
DANA BY ALPHASMART	76/391,548	April 5, 2002

3.

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

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