

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Galaxy Institute for Education		06/30/2008	CORPORATION: CALIFORNIA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	University of Southern California
<b>Street Address:</b>	Administration 352
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90089-5013
<b>Entity Type:</b>	CORPORATION: CALIFORNIA

<b>PROPERTY NUMBERS Total: 8</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	1851752	FIXER-UPPERS
Registration Number:	1823913	GALAXY CLASSROOM
Registration Number:	1834165	GALAXY CLASSROOM
Registration Number:	1850087	S.N.O.O.P.S.
Registration Number:	1827814	THE HOUSE
Registration Number:	1827815	THE HOUSE
Registration Number:	1827461	THE SECOND STORY
Registration Number:	2435357	WHAT IF? KIDS

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(310)552-7031
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	310-551-8755
<b>Email:</b>	arobertsonbora@gibsondunn.com
<b>Correspondent Name:</b>	Mandy Robertson-Bora
<b>Address Line 1:</b>	2029 Century Park East, 40th Floor

**CH \$215.00 1851752**

Address Line 4: Los Angeles, CALIFORNIA 90067-3026

ATTORNEY DOCKET NUMBER: 93107-00119

NAME OF SUBMITTER: Mandy Robertson-Bora

Signature: /mandy robertson-bora/

Date: 11/12/2008

Total Attachments: 3  
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## TRADEMARK ASSIGNMENT

This Assignment of Trademarks ("Assignment") is entered into as of June 30, 2008 ("Effective Date") by and between Galaxy Institute For Education, a California nonprofit public benefit corporation, with a mailing address at P.O. Box 13128, Long Beach, California 90803-8128 ("Assignor") and University of Southern California, a California nonprofit public benefit corporation, acting through its Rossier School of Education, having its principal place of business at Administration 352, Los Angeles, California 90089-5013 ("Assignee").

WHEREAS, Assignor, is the owner of all right, title and interest, including all common law rights, in and to the trademarks described in Schedule A attached hereto (the "Marks"); and

WHEREAS, Assignor has agreed to assign all of its right, title and interest in and to the Marks pursuant to that certain Plan of Dissolution and Distribution of Assets adopted by Assignor's Board of Directors as of April 1, 2008 ("Plan").

NOW, THEREFORE, for the consideration set forth in the Plan, and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, its successors and assigns, all right, title and interest in and to the Marks (as well as any applications and/or registrations for the Marks owned by Assignor and/or Assignor's subsidiaries or principals) including, but not limited to, the registrations listed in Schedule A, together with the goodwill symbolized by said Marks, and all of Assignor's rights to sue and recover for profits or damages, due or accrued, arising out of or in connection with any and all past, present or future infringements or dilution of or damage to such Marks or the associated goodwill. Assignor further agrees that, without further consideration, it will cause to be performed such other lawful acts, and to be executed such further assignments and other lawful documents, as Assignee and its successors and assigns may, from time to time, reasonably request to effect fully this Assignment and to permit Assignee to be duly recorded as the registered owner of the Marks in the United States and Canada.

This Assignment shall be binding upon and shall inure to the benefit of Assignor and Assignee and their respective successors and assigns.

ACCEPTED AND AGREED TO:

**ASSIGNOR:**

Galaxy Institute for Education



By: Norman Avrech

Its: Vice President

**ASSIGNEE:**

University of Southern California



By: Todd R. Dickey

Its: Senior Vice President, Administration



By: Karen Gallagher

Its: Dean, Rossier School of Education

## Schedule A

No.	Mark	Class	Country	Application No./ Date	Registration No./Date	Status Next Renewal
1	FIXER-UPPERS	41	US	74/446119 12-Oct-1993	1851752 30-Aug-1994	Registered 30-Aug-2014
2	GALAXY CLASSROOM	41	US	74/202729 12-Sep-1991	1823913 22-Feb-1994	Registered 22-Feb-2014
3	GALAXY CLASSROOM	9 & 16	US	74/202735 12-Sep-1991	1834165 03-May-1994	Registered 03-May-2014
4	S.N.O.O.P.S.	41	US	74/446120 12-Oct-1993	1850087 16-Aug-1994	Registered 16-Aug-2014
5	THE HOUSE	41	US	74/410692 09-Jul-1993	1827814 22-Mar-1994	Registered 22-Mar-2014
6	THE HOUSE AND DESIGN	41	US	74/414038 19-Jul-1993	1827815 22-Mar-1994	Registered 22-Mar-2014
7	THE MAX	16	US	74/410691 09-Jul-1993	1827462 22-Mar-1994	Abandoned 22-Mar-2004
8	THE SECOND STORY	16	US	74/410690 09-Jul-1993	1827461 22-Mar-1994	Registered 22-Mar-2014
9	THE SECOND STORY AND DESIGN	16	US	74/413955 19-Jul-1993	1827464 22-Mar-1994	Cancelled 22-Mar-2004
10	WHAT IF? KIDS	16	US	75/140967 29-Jul-1994		Abandoned
11	WHAT IF? KIDS AND DESIGN	16	US	74/484299 31-Jan-1994		Abandoned
12	WHAT IF? KIDS AND DESIGN	16	US	76/023105 11-Apr-2000	2435357 13-Mar-2001	Registered 13-Mar-2011
13	FIXER-UPPERS		Canada	1030474 01-Oct-1999	1030474 05-Apr-2001	Registered 05-Apr-2016
14	GALAXY CLASSROOM	9, 16, 41	Canada	1030473 01-Oct-1999	590271 18-Sep-2003	Registered 18-Sep-2018
15	IN THE HOUSE		Canada	1030478 01-Oct-1999	543478 05-Apr-2001	Registered 05-Apr-2016
16	S.N.O.O.P.S.		Canada	1030475 01-Oct-1999	544170 26-Apr-2001	Registered 26-Apr-2016
17	THE HOUSE & DESIGN		Canada	1030480 01-Oct-1999	543479 05-Apr-2001	Registered 05-Apr-2016
18	THE MAX		Canada	1030476 01-Oct-1999	549123 01-Aug-2001	Registered 01-Aug-2016

<b>No.</b>	<b>Mark</b>	<b>Class</b>	<b>Country</b>	<b>Application No./ Date</b>	<b>Registration No./Date</b>	<b>Status Next Renewal</b>
19	THE SECOND STORY		Canada	1030477 01-Oct-1999	543477 05-Apr-2001	Registered 05-Apr-2016
20	THE SECOND STORY AND DESIGN	41	Canada	1030479 01-Oct-1999	543869 18-Apr-2001	Registered 18-Apr-2016
21	WHAT IF? KIDS AND DESIGN	16	Canada	1074601 12-Sep-2000	567371 13-Sep-2002	Registered 13-Sep-2017