

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Davidson & Associates, Inc.		09/30/2004	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Knowledge Adventure, Inc.
<b>Street Address:</b>	6060 Center Drive, Suite 400
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90045
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 31**

Property Type	Number	Word Mark
Serial Number:	75804124	BLASTER LEARNING SYSTEM
Serial Number:	75275220	BLASTER PALS
Serial Number:	75815831	BLASTER RADIO
Serial Number:	75778435	BLASTER'S UNIVERSE
Serial Number:	75340189	BRAIN BLASTER
Serial Number:	75712958	MAX BLASTER
Serial Number:	75635980	GROWING MINDS
Serial Number:	75440518	SPELLING BLASTER
Serial Number:	75369232	WRITING BLASTER
Registration Number:	1344056	\$MAN
Registration Number:	1526628	ALGE-BLASTER!
Registration Number:	2601761	BLASTER LEARNING SYSTEM
Registration Number:	2450090	BLASTER'S UNIVERSE
Registration Number:	2320312	EAT MY DUST

CH \$790.00 75804124

Registration Number:	1853532	ENGLISH EXPRESS
Registration Number:	1310853	FB FIRST BYTE
Registration Number:	1498385	FIRST LETTERS AND WORDS
Registration Number:	1522483	HOMEWORKER
Registration Number:	2600108	KID WORKS
Registration Number:	1532802	MATH BLASTER!
Registration Number:	1667454	MONOLOGUE
Registration Number:	2661156	MONTH BY MONTH
Registration Number:	2323030	PRIMOVOX
Registration Number:	2667534	READING BLASTER
Registration Number:	2434332	SAY IT IN
Registration Number:	2432336	SAY IT IN SPANISH
Registration Number:	1769764	SMARTWORKS
Registration Number:	1350436	SMOOTH TALKER
Registration Number:	1523338	SPELL IT!
Registration Number:	1412089	SPELLER BEE
Registration Number:	1522482	WORD ATTACK!

**CORRESPONDENCE DATA**

Fax Number: (650)493-6811  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 650-493-9300  
Email: trademarks@wsgr.com  
Correspondent Name: Wilson Sonsini Goodrich & Rosati  
Address Line 1: 650 Page Mill Road  
Address Line 4: Palo Alto, CALIFORNIA 94304-1050

NAME OF SUBMITTER:	Linda G. Alvarez
Signature:	/Linda G. Alvarez/
Date:	01/25/2005

Total Attachments: 6  
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**TRADEMARK ASSIGNMENT**

This Trademark Assignment is effective as of September 30, 2004, by and between Davidson & Associates, Inc. ("Assignor") and Knowledge Adventure, Inc. ("Assignee").

WHEREAS, Assignor has adopted, and is, to the best of its knowledge and belief, the owner of the trademarks and trademark applications identified in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, domain name rights, causes of action, and the right to recover for past infringement (the "Trademarks");

WHEREAS, Assignor has acquired goodwill in the portion of the business associated with and symbolized by the Trademarks and has not abandoned same;

WHEREAS, Assignee is desirous of acquiring all rights, title, and interest in and to the Trademarks owned by Assignor; and

WHEREAS, Assignor is willing to assign to Assignee all rights, title, and interest as Assignor may possess in and to the Trademarks;

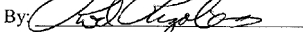
NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and sells to Assignee all rights, title, and interest as Assignor may possess in and to the Trademarks; together with the portion of the business and goodwill symbolized by said Trademarks.

Assignor agrees to execute and deliver to Assignee such other documents and instruments as may be required to effectuate the purposes hereof, including but not limited to any documents required by the Trademark Office.

IN WITNESS WHEREOF, the parties have duly executed and delivered this Assignment as of the date first written above.

**ASSIGNOR**

Davidson & Associates, Inc.

By: 

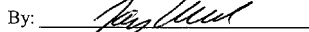
Name: Rod A. Rigole

Title: Assistant Secretary

Dated: 12-28-04

**ASSIGNEE**

Knowledge Adventure, Inc.

By: 

Its: CFO

Dated: 1-13-05

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**TRADEMARK**  
**REEL: 003015 FRAME: 0347**

**Schedule A**

U.S. State Trademark Registration					
Mark	State	Reg. No.	Reg. Date	Class	Classification
MATH BLASTER!	California	74384	09/13/84	9	Davidson
ON-SITE ACCOUNTING	Ohio	1062986	02/17/99	42	Davidson

Pending U.S. Federal Trademark Applications				
Trademark	Serial Number	Filing Date	Classes	Classification
BLASTER LEARNING SYSTEM	75/804,124	09/15/99	28	Davidson
BLASTER PALS	75/275,220	03/28/97	9	Davidson
BLASTER RADIO	75/815,831	10/05/99	38	Davidson
BLASTER'S UNIVERSE	75/778,435	08/18/99	28	Davidson
BRAIN BLASTER	75/340189	8/13/1997	9	Davidson
MAX BLASTER	75/712,958	05/24/99	28	Davidson
GROWING MINDS	75/635,980	02/08/99	9	Davidson
SPELLING BLASTER	75/440,518	02/25/98	9	Davidson
WRITING BLASTER	75/369,232	10/07/97	9	Davidson

U.S. Federal Trademark Registrations				
Trademark	Reg. No.	Reg. Date	Classes	Classification
\$MAN	1344056	6/25/1985	9	Davidson
ALGE-BLASTER!	1526628	2/28/1989	9	Davidson
BLASTER LEARNING SYSTEM	2,601,761	07/30/02	9	Davidson
BLASTER'S UNIVERSE	2,450,090	5/8/2001	41	Davidson
EAT MY DUST	2320312	2/22/2000	09, 41	Davidson
ENGLISH EXPRESS	1853532	9/13/1994 (renewal was not filed, can still be filed w/in 6 month grace period by 3/13/05)	09, 16	Davidson
FB FIRST BYTE and design	1310853	12/25/1984	9	Davidson

**U.S. Federal Trademark Registrations**

Trademark	Reg. No.	Reg. Date	Classes	Classification
FIRST LETTERS AND WORDS (stylized)	1498385	8/2/1988	9	Davidson
HOMEWORKER	1522483	1/31/1989	9	Davidson
KID WORKS	2600108	7/30/2002	9	Davidson
MATH BLASTER!	1532802	4/4/1989	9	Davidson
MONOLOGUE (stylized)	1667454	12/10/1991	9	Davidson
MONTH BY MONTH	2,661,156	12/17/02	9	Davidson
PRIMOVOX	2323030	2/29/2000	9	Davidson
READING BLASTER	2667534	12/31/2002	9	Davidson
SAY IT IN	2434332	3/6/2001	9	Davidson
SAY IT IN SPANISH	2432336	2/27/2001	9	Davidson
SMARTWORKS	1769764	05/11/93	9	Davidson
SMOOTH TALKER (stylized)	1350436	7/23/1985	9	Davidson
SPELL IT!	1523338	2/7/1989	9	Davidson
SPELLER BEE (block letters)	1412089	10/7/1986	09, 16	Davidson
WORD ATTACK!	1522484	1/31/89	9	Davidson

**Foreign Trademark Applications and Registrations**

Trademark	Country	Reg. No.	Reg. Date	Classes	Classification
DAVIDSON logo (color)	Brazil	NA	NA	41 (local 41)	Davidson
DAVIDSON logo (color)	Brazil	NA	NA	41, 42 (local 40)	Davidson
DAVIDSON logo (color)	Brazil	NA	NA	16, 28 (local 16)	Davidson
DAVIDSON logo (color)	Brazil	NA	NA	16 (local 11)	Davidson
DAVIDSON logo (color)	Brazil	NA	NA	41 (local 37)	Davidson
DAVIDSON logo (color)	Brazil	NA	NA	09 (local 09)	Davidson
BLASTER'S UNIVERSE	Canada	104000800	12/16/99	9, 16, 18, 25, 42	Davidson
DAVIDSON (stylized)	China	1228542	12/7/1998	16	Davidson
DAVIDSON logo (color)	China	1235046	12/28/1998	9	Davidson
DAVIDSON logo (color)	China	1205840	9/7/1998	42	Davidson
DAVIDSON logo (color)	China	NA	NA	16	Davidson
DAVIDSON logo (color)	China	1199958	8/14/1998	41	Davidson

**Foreign Trademark Applications and Registrations**

<b>Trademark</b>	<b>Country</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Classes</b>	<b>Classification</b>
WORD BLASTER	Community Trademarks	337444	10/6/1998	9, 16, 41	Davidson
ALGE-BLASTER	European Community	317495	8/26/1998	09, 28, 41	Davidson
DAVIDSON logo (color)	European Community	350272	8/12/1996	09, 16, 28, 35, 41, 42	Davidson
EAT MY DUST	European Community	350231	8/26/1998	09, 28, 41	Davidson
GEOMETRY BLASTER	European Community	320937	8/12/1996	09, 28, 41	Davidson
KID CAD	European Community	343525	8/12/1996	09, 41	Davidson
KID PHONICS	European Community	320929	8/12/1996	09, 28, 41	Davidson
KID WORKS	European Community	335703	8/12/1996	09, 16, 41	Davidson
MATH BLASTER	European Community	337428	08/07/2003	09, 16, 25, 28, 41	Davidson
READING BLASTER	European Community	335059	8/12/1996	09, 28, 41	Davidson
SCIENCE BLASTER	European Community	335596	5/28/1998	09, 28, 41	Davidson
BLASTER	Germany	39758403	3/31/1998	9, 28, 42	Davidson
DAVIDSON logo (series)	Hong Kong	14464AB/99	8/13/1997	9	Davidson
DAVIDSON logo	Israel	124242	11/29/1998	9	Davidson
DAVIDSON logo (color)	Japan	4241843	2/19/1999	09, 16, 41, 42	Davidson
MATH BLASTER (Kanji)	Japan	4104325	1/23/1998	9	Davidson
DAVIDSON logo (color)	Mexico	NA	NA	16	Davidson
DAVIDSON logo (color)	Mexico	582254	5/11/1998	9	Davidson
ENGLISH EXPRESS	Mexico	NA	NA	9	Davidson
KID PHONICS	Mexico	NA	NA	9	Davidson
KID WORKS	Mexico	580089	5/11/1998	9	Davidson
MULTIMEDIA WORKSHOP	Mexico	580090	5/11/1998	9	Davidson
DAVIDSON logo (series)	New Zealand	281076	8/15/1997	16	Davidson
DAVIDSON logo (series)	New Zealand	281078	8/15/1997	42	Davidson
DAVIDSON logo (series)	New Zealand	281077	8/15/1997	41	Davidson
DAVIDSON logo (series)	New Zealand	281075	8/15/1997	9	Davidson
ON-SITE ACCOUNTING	Ohio	1,062,986	02/17/99	42	Davidson
DAVIDSON logo	Philippines	NA	NA	9	Davidson
DAVIDSON logo	Philippines	NA	NA	16	Davidson
DAVIDSON logo	Philippines	NA	NA	42	Davidson
DAVIDSON logo	Philippines	NA	NA	41	Davidson
DAVIDSON logo (series)	Singapore	10227/97	8/20/1997	42	Davidson
DAVIDSON logo (series)	Singapore	T97/10224Z	8/20/1997	41	Davidson
DAVIDSON logo (series)	Singapore	T97/10225H	8/20/1997	16	Davidson

**Foreign Trademark Applications and Registrations**

<b>Trademark</b>	<b>Country</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	<b>Classes</b>	<b>Classification</b>
DAVIDSON logo (series)	Singapore	T97/10226F	12/8/2003	9	Davidson
MATH BLASTER	South Africa	1998/23506	12/30/1998	16	Davidson
MATH BLASTER	South Africa	1998/23504	12/30/1998	9	Davidson
MATH BLASTER	South Africa	1998/23505	12/30/1998	28	Davidson
DAVIDSON logo (color)	Taiwan	105332	12/1/1998	42	Davidson
DAVIDSON logo (color)	Taiwan	115030	9/16/1999	41	Davidson
DAVIDSON logo (color)	Taiwan	835707	1/16/1999	16	Davidson
DAVIDSON logo (color)	Taiwan	839836	2/16/1999	9	Davidson
DAVIDSON logo (color)	Thailand	KOR92230	1/27/1998	16	Davidson
DAVIDSON logo (color)	Thailand	129815	1/27/1998	9	Davidson
EDUCATION	Tunisia	EE 98.1805	11/13/1998	9	Davidson

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**RECORDED: 01/25/2005**

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