



09-11-2000



07-28-2000

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- Individual General Partnership Limited Partnership Corporation Association
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01 FC:481 40.00 DP
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Ellen Morrissey Hughes
Name of Person Signing

Ellen Morrissey Hughes
Signature

July 25, 2000
Date Signed

UNITED STATES


TRADEMARK ASSIGNMENT

WHEREAS, Reach for Reading, Inc., a Georgia corporation having its principal place of business at Reach for Reading, Inc., 6855 Jimmy Carter Boulevard, Suite 2120, Norcross, Georgia 30071 (hereinafter "Assignor"), has adopted and is using the trademarks described in Schedule A and for which said Assignor has applied for and which certain marks have registered in the United States Patent and Trademark Office and with the Georgia Secretary of State, and

WHEREAS, Reed Elsevier, Inc., a Massachusetts corporation having its principal place of business at 275 Washington Street, Newton, Massachusetts 02458 (hereinafter "Assignee") is desirous of acquiring said trademarks and registrations therefor:

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, said Assignor does hereby assign unto said Assignee all of its right, title, and interest in the trademarks and the applications and registrations thereof listed on Schedule A hereto, together with the good will of the business symbolized by the trademarks.

REACH FOR READING, INC.

By: 

Officer: Darrell Dobresk

Title: Chief Executive Officer

Dated: 5/23/, 2000

SCHEDULE A

I. U.S. Marks

<u>Mark</u>	<u>App./Reg. No.</u>	<u>Filing/Reg. Date</u>
REACH FOR READING	2,314,342	February 1, 2000
REACHING HIGHER	75/716,387	May 27, 1999
REACHING UP	75/707,684	May 17, 1999

II. Georgia State Marks

<u>Mark</u>	<u>App./Reg. No.</u>	<u>Filing/Reg. Date</u>
REACH FOR READING	S-17572	January 7, 1999
REACHING HIGHER	S-17844	May 13, 1999
REACHING UP	S-17843	May 13, 1999

July 25, 2000

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cc: Mr. L. Norwood Jameson