



08-21-2001

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

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0021
Tab settings



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To the Honorable Commissioner of F

...the attached original documents or copy thereof.

1. Name of conveying party(ies): 8-10-01
 Delta Education, LLC
 c/o The Wicks Group of Companies, L.L.C.
 405 Park Avenue
 New York, NY 10022

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other limited liability company - DE

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

2. Name and address of receiving party(ies)
 Name: Heller Financial, Inc.
 Internal
 Address: _____

Street Address: 500 West Monroe Street
 City: Chicago State: IL Zip: 60661

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

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 _____

Execution Date: _____

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
See Appendix A

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

6. Total number of applications and registrations involved:

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Lawrence Haut, Esq.

Internal Address: Golenbock, Eiseman, Assor & Bell

Street Address: 437 Madison Avenue - 40th Fl.

City: New York State: NY Zip: 10022

7. Total fee (37 CFR 3.41).....\$ 0

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(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.

Lawrence R. Haut Lawrence R. Haut 8/21/01
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

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

TRADEMARK
 REEL: 002351 FRAME: 0635



Appendix "A"
 CAMBRIDGE PHYSICS OUTLET
LIST OF TRADEMARKS

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>App. No</u>	<u>Filing Date</u>	<u>Status</u>
United States	CPO	Cambridge Physics Outlet	75/911,256	Feb. 4, 2000	Abandoned Jan. 25, 2001
United States	FEARLESS CHEMISTRY	Cambridge Physics Outlet	75,911,253	Feb. 4, 2000	Approved for Publication on April 2, 2001
United States	FEARLESS MATH	Cambridge Physics Outlet	74/911,255	Feb. 4, 2000	Approved for Publication on April 2, 2001
United States	FEARLESS PHYSICS	Cambridge Physics Outlet	75/911,254	Feb. 4, 2000	Approved for Publication on April 2, 2001
United States	FEARLESS SCIENCE	Cambridge Physics Outlet	75/911,252	Feb. 4, 2000	Approved for Publication on April 2, 2001

182849.1

INTELLECTUAL PROPERTY ASSIGNMENT

This INTELLECTUAL PROPERTY ASSIGNMENT (this "Assignment"), dated as of August 8th, 2001, is made and entered into by and among DELTA EDUCATION, INC., a New Hampshire corporation ("Delta"), CAMBRIDGE PHYSICS OUTLET, INC., a Massachusetts corporation ("CPO"; and CPO, together with Delta being, the "Sellers"), and DELTA EDUCATION, LLC, a Delaware limited liability company (the "Purchaser") (each a "Party," and collectively, the "Parties").

RECITALS

WHEREAS, Harlequin Holdings Inc. ("Harlequin"), the Sellers, which are Harlequin's indirect, wholly owned subsidiaries, and the Purchaser are parties to that certain Asset Purchase Agreement, dated June 13, 2001 (the "Agreement"), pursuant to which, *inter alia*, the Purchaser acquired certain Transferred Assets (as defined therein);

WHEREAS, the Sellers, individually or collectively, own all right, title and interest in and to certain intellectual property included in the Transferred Assets; and

WHEREAS, as a condition to Closing (as defined in the Agreement), the Parties agreed to enter into this Assignment pursuant to which the Sellers will confirm the assignment to the Purchaser of all of their right, title and interest in and to certain intellectual property included in the Transferred Assets.

NOW THEREFORE, in consideration of the promises and mutual agreements set forth in the Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Delta Assignment and Transfer. Delta hereby sells, assigns, conveys, and transfers to the Purchaser, for Purchaser's sole and exclusive use and enjoyment, all of Delta's right, title and interest in and to the following (collectively, the "Delta Transferred IP"):

(a) the trademarks and service marks, together with the goodwill associated therewith, set forth in Appendix A;

(b) the patents and patent applications set forth in Appendix B;

(c) the domain names, including the Internet web sites for which their URL's are represented by such domain names, set forth in Appendix C (the "Delta Domain Names"); and

(d) the copyright set forth in Appendix D.

2. CPO Assignment and Transfer. CPO hereby sells, assigns, conveys, and transfers to the Purchaser, for Purchaser's sole and exclusive use and enjoyment, all of Delta's right, title and interest in and to the following (together with the Delta Transferred IP, the "Transferred Intellectual Property"):

(a) the trademarks and service marks, together with the goodwill associated therewith, set forth in Appendix E;

(b) the copyright set forth in Appendix F; and

(c) the domain names, including the Internet web sites for which their URL's are represented by such domain names, set forth in Appendix G (together with the Delta Domain Names, the "Domain Names").

3. Recordation of Patents, Trademarks and Copyrights. If the Purchaser elects to record this Assignment with the U.S. Patent & Trademark Office, U.S. Copyright Office or applicable state or foreign governmental or international authorities or registries, the Purchaser shall bear all costs and fees associated with such recording. The Sellers hereby authorize and request the Commissioner of Patents and Trademarks of the United States, Register of Copyrights of the United States and any official of any state or foreign country whose duty it is to issue intellectual property registrations, to issue all registrations from any applications for registration included in the Transferred Intellectual Property to the Purchaser.

4. Registrant Name Change Agreement. Upon the reasonable request of the Purchaser, the Sellers shall execute before a notary public the applicable registrant name change agreement, as required by the applicable Internet domain name registrar, for each of the Domain Names. The Purchaser agrees that it shall have the sole responsibility to complete such registrant name change agreement, and to submit or file such registrant name change agreements to or with the applicable Internet domain name registrar in accordance with the policies and rules of such Internet domain name registrar.

5. Hyperlinks and Websites. The Parties shall cooperate and mutually determine whether to continue, terminate or redirect certain hyperlinks to and from the Internet websites having the Domain Names as its universal resource locator as soon as practicable.

6. Assumption. The Purchaser hereby assumes all obligations, covenants, duties and liabilities, including payment of any fees required to maintain any registrations and applications for registration, relating to the Transferred Intellectual Property arising from and after the date hereof.

7. Further Assurances. The Sellers covenant and agree that they will, upon the reasonable request of the Purchaser and at the Purchaser's cost and expense, execute and deliver, or cause to be executed or delivered, any and all documents provided by the Purchaser that may be necessary or desirable to perfect the sale, assignment, conveyance and transfer of the Transferred Intellectual Property.

8. Representations and Warranties. Except as expressly set forth in the Agreement, the Sellers make no warranty, express or implied, with respect to the Transferred Intellectual Property.

9. Governing Law and Forum. This Assignment shall be governed by, and construed in accordance with, the Laws of the State of New York. The Sellers and the Purchaser agree that any dispute relating to or arising from this Assignment or the transactions contemplated hereby shall be resolved only in the Courts of the State of New York sitting in the County of New York or the United States District Court for the Southern District of New York and the appellate courts having jurisdiction of appeals in such courts, and the Parties hereto hereby irrevocably submit to the exclusive jurisdiction of such courts in any such action or proceeding and irrevocably waive the defense of an inconvenient forum to the maintenance of any such action or proceeding.

10. Counterparts. This Assignment may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the Parties have executed this Assignment as of the date first written above.

THE SELLERS:

THE PURCHASER:

DELTA EDUCATION, INC.

DELTA EDUCATION, LLC

By: *Nelene Levesque*
Name: *Nelene Levesque*
Title: *Secretary*

By: *Daniel M. Kartick*
Name: *Daniel M. Kartick*
Title: *Vice President*

CAMBRIDGE PHYSICS OUTLET, INC.

By: *Nelene Levesque*
Name: *Nelene Levesque*
Title: *Secretary*

APPENDIX A

DELTA TRADEMARKS AND SERVICE MARKS

See Attached.

APPENDIX "A"

DELTA EDUCATION, INC.

LIST OF TRADEMARKS

<u>Country</u>	<u>Trademark</u>	<u>App. No.</u>	<u>Reg. No.</u>	<u>Filing Date</u>	<u>Status</u>	<u>Req. Date</u>
Canada	ROW RACES	1,091,652		Jan 2, 2001	Pending	
United States	A CLEAR VIEW	75/736,753		June 25, 1999	Pending	
United States	ADVENTURES IN LEARNING	74/694,819	1989854	June 28, 1995	Registered	July 30, 1996
United States	ADVENTURES IN LEARNING	74/717,985		Aug. 21, 1995	Abandoned June 22, 1998	
United States	BASE TEN FRIES	75/736,754	2343563	June 25, 1999	Registered	April 18, 2000
United States	BECAUSE CHILDREN LEARN BY DOING	74/479,643	1907146	Jan. 18, 1994	Registered	July 25, 1995
United States	CUBE-O-GRAM	73/009,658	999063	Dec. 26, 1973	Registered Renewed	Nov. 26, 1974 Dec 7, 1994
United States	DECIMAL DOG	75/736,755	2368405	June 25, 1999	Registered	July 18, 2000
United States	DELTA EDUCATION & DESIGN	75/646,894	2343043	Feb. 11, 1999	Registered	April 18, 2000
United States	DELTA EDUCATION & DESIGN	75/646,899	2374672	Feb. 11, 1999	Registered	August 8, 2000
United States	DELTA EDUCATION SCIS 3	74/257,225	1783147	March 13, 1992	Registered	July 20, 1993

<u>Country</u>	<u>Trademark</u>	<u>App. No.</u>	<u>Reg. No.</u>	<u>Filing Date</u>	<u>Status</u>	<u>Req. Date</u>
United States	DIAL-A-DIGIT	75/866,130		Dec. 7, 1999	Allowed Feb 22, 2001	
United States	DIAL-A-DOLLAR	75/866,126		Dec. 7, 1999	Allowed Feb 22, 2001	
United States	DIAL-A-FRACTION	75/866,127		Dec. 7, 1999	Allowed March 8, 2001	
United States	DIAL-A-PATTERN	76/184,135		Dec. 20, 2000	Pending	
United States	DIAL-A-SHAPE	76/184,139		Dec. 20, 2000	Pending	
United States	DIAL-A-TIME	75/866,128		Dec. 7, 1999	Allowed, Feb 22, 2001	
United States	DIAL-A-TRIAL	76/184,137		Dec 20, 2000	Pending	
United States	DIAL-A-VARIABLE	76/184,138		Dec. 20, 2000	Pending	
United States	DIAL-A-VOLUME	76/184,136		Dec. 20, 2000	Pending	
United States	DR. DO-MORE	75/845,752		Nov. 9, 1999	Pending	
United States	FAST FOOD FOR THOUGHT	74/489,056	1877608	Feb. 14, 1994	Registered	Feb. 7, 1995
United States	FRACTION BURGER	75/735,915	2362067	June 24, 1999	Registered	June 27, 2000
United States	FRACTIONOES	75/866,129		Dec 7, 1999	Allowed, March 8, 2001	

<u>Country</u>	<u>Trademark</u>	<u>App. No.</u>	<u>Req. No.</u>	<u>Filing Date</u>	<u>Status</u>	<u>Reg. Date</u>
United States	FUNCTION SHAKE	75/343,608		March 14, 2000	Allowed, April 20, 2001	
United States	HEXAGONOES	75/736,752			Application Did Not Proceed	
United States	MATH IN A NUTSHELL	75/746,432		July 9, 1999	Allowed, Feb 25, 2001	
United States	MATH TUNE-UPS	76/007,111		March 22, 2000	Pending (Suspended)	
United States	MILLENNIUM MATH	75/673,731		April 1, 1999	Notice of Allowance (ITU) April 18, 2000	
United States	PERCENT PIE	75/942,267		March 13, 2000	Notice of Allowance (ITU) Feb. 27, 2001	
United States	PROFESSOR PETE	75/861,897		Dec. 1, 1999	Notice of Allowance (ITU) Dec. 26, 2000	
United States	PROFESSOR PETE'S	75/889,094		Jan 6, 2000	Approved for Publication January 25, 2001	
United States	ROW RACES	75/200,475		Jan. 26, 2001	Pending	
United States	SCIENCE IN A NUTSHELL	75/751,462	2370886	July 14, 1999	Registered	July 25, 2000
United States	SCIENCE VIEW	75/744,687		July 7, 1999	Notice of Allowance (ITU) Dec. 19, 2000	
United States	SCIS 3	74/084,892		Aug. 6, 1990	Abandoned March 27, 1992	
United States	SHH...SHAPES	75/873,882		Dec. 17, 1999	Notice of Allowance (ITU) Jan. 9, 2001	

<u>Country</u>	<u>Trademark</u>	<u>App. No.</u>	<u>Reg. No.</u>	<u>Filing Date</u>	<u>Status</u>	<u>Reg. Date</u>
United States	TEACHER'S CHOICE	74/691,919	1978333	June 21, 1995	Registered	June 4, 1996
United States	WITNESS THE WONDER OF SCIENCE	75/736,756		June 25, 1999	Notice of Allowance (ITU) Apr. 25, 2000	

Common Law Trademarks

A DELTA MATH NUTKIN
BUTTERFLY TOWER
CHANGE YOUR WORLD
CHIPMUNK DESIGN
CLASP (CHILDREN'S LANGUAGE ARTS AND SCIENCE PROJECT)
CLASSROOM COLLECTIONS: WEATHER CENTER
CLEAR VIEW
DELTA KIDS
DELTA KIDS LOGO
DELTA NATURE CENTER
DELTA SCIENCE MODULES
DELTA SCIENCE MODULES II
DONT MEMORIZE, VISUALIZE!
E-Z GARDEN
FOSS
HANDS ON EXPLORATIONS
LAB ON WHEELS
MAKING MATH STICK

TRADEMARK
REEL: 002351 FRAME: 0645

MATH TOOLBOXES

MIDDLE SCHOOL TAG "HANDS ON SCIENCE FOR MIDDLE SCHOOL"

NEW SCIDELTA LOGO

OBIS

OBIS LABORATORY EDITION

POSTERTUBE MATH

POSTERTUBE SCIENCE

POWER BUCKET

PROBABILITY TUBE

PROFESSOR PETE'S PORTABLE SCIENCE

QUIET QUILTING

SIENCE IN ACTION VIDEOS

SIAN CLUSTER

SKIPPER SKELETON

TEACHER'S PET

TELESCOPE-TO-GO

VOLUME RELATIONSHAPES

WOMEN IN SCIENCE

WOMEN IN SCIENCE RULE

TRADEMARK
REEL: 002351 FRAME: 0646

APPENDIX B
DELTA PATENTS

See Attached.

APPENDIX "B"

DELTA EDUCATION, INC.

PATENTS

PATENT

APPLICATION NO.

FILING DATE

Teaching Device

09/407,746

September 28, 1999

APPENDIX C
DELTA DOMAIN NAMES

See Attached.

APPENDIX "C"

DELTA EDUCATION, INC.

DOMAIN NAMES

<u>Domain</u>	<u>Registrar</u>	<u>Date of Registration/ Expiry Date</u>
1. www.delta-ed.com	Network Solutions	February 17, 1996/ Feb. 18, 2003
2. www.delta-edu.com	Network Solutions	March 11, 1999/ March 11, 2003
3. www.delta-education.com	Network Solutions	May 1, 2000/ May 1, 2002
4. www.delta-education.net	Network Solutions	May 1, 2000/ May 1, 2002
5. www.delta-education.org	Network Solutions	May 1, 2000/ May 1, 2002
6. www.doctor-domore.com	Register.com	April 18, 2000/ April 18, 2002
7. www.doctor-do-more.com	Register.com	April 18, 2000/ April 18, 2002
8. www.DSMII.com	Register.com	April 18, 2000/ April 18, 2002
9. www.edelta-ed.com	Register.com	April 18, 2000/ April 18, 2002
10. www.edelta-edu.com	Register.com	April 18, 2000/ April 18, 2002
11. www.edeltaeducation.com	Network Solutions	Sept. 25, 2000/ Sept. 25, 2001
12. www.edeltaeducation.net	Network Solutions	Sept. 25, 2000/ Sept. 25, 2001
13. www.edeltaeducation.org	Network Solutions	Sept. 25, 2000/ Sept. 25, 2001
14. www.fossweb.com	Network Solutions	August 12, 1998/ August 12, 2001
15. www.idelta-ed.com	Register.com	April 18, 2000/ April 18, 2002
16. www.idelta-edu.com	Register.com	April 18, 2000/ April 18, 2002
17. www.delta-kids.com	Network Solutions	Nov. 3, 2000/ Nov. 3, 2002
18. www.delta-kids.net	Network Solutions	Nov. 3, 2000/ Nov. 3, 2002
19. www.delta-kids.org	Network Solutions	Nov. 3, 2000/ Nov. 3, 2002
20. edelta-kids.com	Network Solutions	June 5, 2001/ June 5, 2003
21. edelta-kids.net	Network Solutions	June 5, 2001/ June 5, 2003
22. edelta-kids.org	Network Solutions	June 5, 2001/ June 5, 2003
23. edeltakids.com	Network Solutions	June 5, 2001/ June 5, 2003
24. edeltakids.net	Network Solutions	June 5, 2001/ June 5, 2003
25. edeltakids.org	Network Solutions	June 5, 2001/ June 5, 2003
26. deltakids.com	Network Solutions	Nov. 3, 2000/ Nov. 3, 2002
27. deltakids.net	Network Solutions	Nov. 3, 2000/ Nov. 3, 2002
28. deltakids.org	Network Solutions	Nov. 3, 2000/ Nov. 3, 2002

APPENDIX D
DELTA COPYRIGHTS

See Attached.

Delta Education, Inc.

Certificates of Copyright Registration

	Date	Registration	Title	
Science in a Nutshell	11/1/96	TX 4-406-416	Activity Journal: Detective Lab	
	11/1/96	TX 4-406-418	Activity Journal: Work: Plane & Simple	
	11/1/96	TX 4-406-421	Activity Journal: Magnet Magic	
	11/1/96	TX 4-406-422	Activity Journal: Charge It! Static Electricity	
	11/1/96	TX 4-406-453	Activity Journal: Bubble Science	
	11/1/96	TX 4-406-455	Activity Journal: Crystal Creations	
	11/1/96	TX 4-406-457	Activity Journal: Fossil Formations	
	11/1/96	TX 4-406-458	Activity Journal: Body Basics	
	11/1/96	TX 4-406-460	Activity Journal: Sound Vibrations	
	11/1/96	TX 4-406-461	Activity Journal: Electrical Connections	
	11/1/96	TX 4-409-099	Activity Journal: Electromagnetism	
	2/18/97	TX 4-410-970	Activity Journal: Weather Wise	
	2/18/97	TX 4-410-973	Activity Journal: Great Sensations: Vision & Hearing	
	2/18/97	TX 4-410-974	Activity Journal: Seed Mysteries	
	2/18/97	TX 4-410-976	Activity Journal: Energy & Motion	
	2/18/97	TX 4-410-978	Activity Journal: Gears at Work	
	11/1/96	TX 4-411-206	Activity Journal: Rock Origins	
	11/1/96	TX 4-414-313	Activity Journal: Flight! Gliders to Jets	
	3/3/97	TX 4-423-399	Activity Journal: Great Sensations: Smell, Taste, Touch	
		11/1/96	TX 4-406-415	Activity Guide: Charge It! Static Electricity
		11/1/96	TX 4-406-417	Activity Guide: Detective Lab
		11/1/96	TX 4-406-419	Activity Guide: Electromagnetism
		11/1/96	TX 4-406-420	Activity Guide: Flight! Gliders to Jets
		11/1/96	TX 4-406-454	Activity Guide: Bubble Science
		11/1/96	TX 4-406-456	Activity Guide: Body Basics
		11/1/96	TX 4-406-459	Activity Guide: Fossil Formations
		11/1/96	TX 4-406-462	Activity Guide: Sound Vibrations
		11/1/96	TX 4-406-463	Activity Guide: Electrical Connections
		2/19/97	TX 4-406-776	Activity Guide: Rock Origins
		2/19/97	TX 4-406-777	Activity Guide: Crystal Creations
		11/1/96	TX 4-409-100	Activity Guide: Magnet Magic
		2/18/97	TX 4-410-969	Activity Guide: Weather Wise
		2/18/97	TX 4-410-971	Activity Guide: Work: Plane & Simple
		2/18/97	TX 4-410-972	Activity Guide: Seed Mysteries
		2/18/97	TX 4-410-975	Activity Guide: Energy & Motion
	2/18/97	TX 4-410-977	Activity Guide: Gears at Work	
	2/18/97	TX 4-410-979	Activity Guide: Great Sensations: Vision & Hearing	
	3/3/97	TX 4-423-398	Activity Guide: Great Sensation: Smell, Taste, Touch	
DSM I	7/8/88	TX 2-384-456	Teacher's Guide: Teacher's Guide: Sound	
	7/8/88	TX 2-384-457	Teacher's Guide: Investigating Water	
	7/8/88	TX 2-384-458	Teacher's Guide: Looking at Liquids	
	7/8/88	TX 2-384-459	Teacher's Guide: Powders and Crystals	
	7/8/88	TX 2-384-460	Teacher's Guide: Properties	
	7/8/88	TX 2-384-462	Teacher's Guide: Length and Capacity	
	7/8/88	TX 2-384-464	Teacher's Guide: States of Matter	
	7/8/88	TX 2-384-465	Teacher's Guide: Measuring	
	7/8/88	TX 2-384-466	Teacher's Guide: You and Your Body	
	7/8/88	TX 2-384-468	Teacher's Guide: Butterflies and Moths	
	7/8/88	TX 2-384-469	Teacher's Guide: Plant and Animal Life Cycles	
	7/8/88	TX 2-384-470	Teacher's Guide: Behavior of Mealworms	
	7/8/88	TX 2-384-471	Teacher's Guide: Observing an Aquarium	
	7/8/88	TX 2-384-472	Teacher's Guide: From Seed to Plant	
	7/8/88	TX 2-384-473	Teacher's Guide: Classroom Plants	
	7/8/88	TX 2-384-474	Teacher's Guide: Weather Watching	
	7/8/88	TX 2-384-476	Teacher's Guide: Finding the Moon	
	7/8/88	TX 2-384-477	Teacher's Guide: Sunshine and Shadows	
7/8/88	TX 2-384-478	Teacher's Guide: Weather Instruments		
7/8/88	TX 2-384-479	Teacher's Guide: Rocks and Minerals		

DSM II	3/31/94	TX 3-784-217	Teacher's Guide: Rocks and Minerals
	3/31/94	TX 3-830-394	Teacher's Guide: Fungi-- Small Wonders
	3/31/94	TX 3-830-395	Teacher's Guide: You and Your Body
	3/31/94	TX 3-830-396	Teacher's Guide: Electrical Connections
	3/31/94	TX 3-830-397	Teacher's Guide: Magnets
	3/31/94	TX 3-830-398	Teacher's Guide: Newton's Toybox
	6/24/94	TX 3-845-509	Teacher's Guide: Pollution
	6/24/94	TX 3-845-510	Teacher's Guide: Solar Energy
	6/24/94	TX 3-845-929	Teacher's Guide: DNA -- From Genes to Proteins
	6/24/94	TX 4-015-686	Teacher's Guide: Simple Machines
	6/24/94	TX 4-043-755	Teacher's Guide: Electromagnetism
	6/24/94	TX 4-043-756	Teacher's Guide: Erosion
	6/24/94	TX 4-043-757	Teacher's Guide: Color and Light
	6/24/94	TX 3-842-875	Teacher's Guide: Chemical Interactions
	6/24/94	TX 3-933-406	Teacher's Guide: Pond Life
	6/24/94	TX 3-933-407	Teacher's Guide: Insect Life
SCIS 3	6/3/92	TX 3-363-130	Teacher's Guide: Beginnings
	6/3/92	TX 3-363-131	Teacher's Guide: Organisms
	6/3/92	TX 3-363-132	Teacher's Guide: Life Cycles
	6/3/92	TX 3-363-133	Teacher's Guide: Interaction and Systems
	6/3/92	TX 3-363-134	Teacher's Guide: Material Objects
	6/3/92	TX 3-363-135	Teacher's Guide: Subsystems and Variables
	6/3/92	TX 3-363-136	Teacher's Guide: Populations
	6/21/93	TX 3-577-674	Teacher's Guide: Relative Position and Motion
	6/21/93	TX 3-577-675	Teacher's Guide: Energy Sources
	6/21/93	TX 3-593-416	Teacher's Guide: Communities
	6/21/93	TX 3-593-417	Teacher's Guide: Scientific Theories
	6/21/93	TX 3-593-418	Teacher's Guide: Ecosystems
	6/21/93	TX 3-593-419	Teacher's Guide: Environments
	6/21/93	TX 3-602-057	Student Journals: Scientific Theories
	6/21/93	TX 3-602-059	Student Journals: Energy Sources
	6/21/93	TX 3-606-739	Student Journals: Material Objects
	6/21/93	TX 3-606-740	Student Journals: Subsystems and Variables
	6/21/93	TX 3-606-741	Student Journals: Populations
	6/21/93	TX 3-606-742	Student Journals: Organisms
	6/21/93	TX 3-606-743	Student Journals: Interaction and Systems
6/21/93	TX 3-606-744	Student Journals: Life Cycles	
6/21/93	TX 3-690-482	Student Journals: Ecosystems	
6/21/93	TX 3-690-483	Student Journals: Relative Position and Motion	
6/21/93	TX 3-690-484	Student Journals: Environments	
6/21/93	TX 3-690-485	Student Journals: Communities	
SCIS 5	7/10/79	TX 277-639	Teacher's Guide: Subsystems and Variables
	7/10/79	TX 277-640	Teacher's Guide: Ecosystems
	7/10/79	TX 279-334	Teacher's Guide: Communities
	7/10/79	TX 279-335	Teacher's Guide: Organisms
	7/10/79	TX 279-336	Teacher's Guide: Scientific Theories
	7/10/79	TX 279-337	Teacher's Guide: Life Cycles
	7/10/79	TX 285-176	Teacher's Guide: Energy Sources
	7/10/79	TX 285-177	Teacher's Guide: Populations
	7/10/79	TX 285-178	Teacher's Guide: Interaction and Systems
	7/10/79	TX 285-179	Teacher's Guide: Environments
	7/10/79	TX 285-180	Teacher's Guide: Material Objects
	7/10/79	TX 285-181	Teacher's Guide: Relative Position and Motion
	7/10/79	TX 285-182	Teacher's Guide: Beginnings
	9/17/79	TX 334-304	Energy Sources
	9/17/79	TX 334-305	Scientific Theories
	9/17/79	TX 334-306	Material Objects
	9/17/79	TX 334-307	Interaction and Systems
	9/17/79	TX 334-308	Subsystems and Variables
	9/17/79	TX 334-309	Relative Position and Motion
9/17/79	TX 334-310	Ecosystems	

	9/17/79	TX 334-311	Communities
	9/17/79	TX 334-312	Environments
	9/17/79	TX 334-313	Populations
	9/17/79	TX 334-314	Life Cycles
	9/17/79	TX 336-509	Organisms
Delta Math Corners	11/16/92	TX 3-423-215	Exploring Probability, Primary
	11/16/92	TX 3-423-216	Exploring Probability, Intermediate
	11/16/92	TX 3-423-265	Exploring Number Relationships, Intermediate
	11/16/92	TX 3-423-266	Exploring Geometry, Intermediate
	11/16/92	TX 3-423-267	Exploring Geometry, Primary
Miscellaneous	8/11/82	TX 957-849	Project Cards: Brine Shrimp
	8/11/82	TX 957-850	Project Cards: Clay Boats
	8/11/82	TX 957-851	Project Cards: Earthworms
	8/11/82	TX 957-852	Project Cards: Sink or Float
	8/11/82	TX 957-853	Project Cards: Gases and "Airs"
	8/11/82	TX 957-854	Project Cards: Whistles
	8/11/82	TX 957-855	Project Cards: Behavior of Mealworms
	8/11/82	TX 957-856	Project Cards: Strings and Musical Instruments
	2/16/93	TX 3-485-171	Teacher's Guide: Delta Decimal Dog Guide
	2/16/93	TX 3-567-974	Teacher's Guide: I Can't Believe It's Math
	2/16/93	TX 3-627-596	Teacher's Guide: Delta Fraction Burger
	2/16/93	TX 3-627-597	Teacher's Guide: Delta Base Ten Fries
	2/16/93	TX 3-739-371	Aquatic Life Mini-Kit
	11/1/96	TX 4-406-537	A Feast of Fractions
	11/1/66	TX 4-409-053	Delta Volume Shake Teacher's Guide
	2/19/97	TX 4-406-667	A Clear View of Area & Volume: Activities, Visual, Masters
	2/19/97	TX 4-406-666	A Clear View of Personal Checking: Simulations, Activities, Masters, Visuals
	2/19/97	TX 4-406-544	Delta Game Factory

Schedule 1.1(a) List of Assets to be Purchased

Aprons & Tote Bags

Apron, Get a Grip
Apron, Got Goggles
Apron, Mr. T-Rex & Associate
Apron, Women in Science Rule
Tote Bag, Women in Science

Carded Supplies (cont.)

Carded Supply, Torque Machine
Carded Supply, Spring Balance
Carded Supply, Tornado Tube
Carded Supply, Poppers
Carded Supply, Prism
Carded Supply, Pulleys
Carded Supply, Compass
Carded Supply, Wire & Knife Switch
Carded Supply, Cow Magnets
Carded Supply, Disc Magnet
Carded Supply, IV Lamps
Carded Supply, Sockets
Carded Supply, Bulb Holder
Carded Supply, Buzzer
Carded Supply, Alligator Clips
Carded Supply, Ring & Dowel
Carded Supply, Balancing Stick
Carded Supply, Buddha's Temple
Carded Supply, Light Slots
Carded Supply, Battery Holder
Carded Supply, Motor
Carded Supply, Polarizing Filters
Carded Supply, Test Tube Rack
Carded Supply, Test Tube Holder
Carded Supply, Litmus Paper
Carded Supply, Test Tube Brush
Carded Supply, Petri Dishes
Carded Supply, Eyedroppers
Carded Supply, Hand Lens
Carded Supply, Color Wheels

Books

Book, Gravity Works
Book, Women in Science Rule *
Book, Classical Physics/Relatively Albert
Book, Zoology & Human Physiology
Book, Geology Rocks

Clamshells

Clamshell- Chem Toobe Ticklers
Clamshell- Shark tooth Stew
Clamshell- Slime Primer

Carded Supplies

Card, Rock, Igneous
Card, Rock Metamorphic
Card, Rock Sedimentary
Carded Supply, Test Tube
Carded Supply, Stoppers
Carded Supply, Beaker, 50 ml.
Carded Supply, Thermometer
Carded Supply, Graduated Cylinder
Carded Supply, Slides & Cover Slips
Carded Supply, Pipettes
Carded Supply, Rattleback

Science Kits

Kit, Geology Rocks
Kit, Mr. T-Rex & Associates
Kit, Slime Birthday Party
Kit, Volcanos, Inside & Out
Kit, Women in Earth Science Rule!
Kit, Women in Life Science Rule!
Kit, Women in Physical Science Rule!
Kit, Gems, Geodes & Cave Drippings
Kit, Earthquakes, Volcanos & Tsunami's
Kit, Gems, Geodes & Mineral Mysteries
Eye, Caramba!
Chem Detective **
Super Slurper Slime Company
Newton, Take 3

Miscellaneous & T-Shirts

Toobe
T-Shirts, Women in Science Rule!
T-Shirts, Geology Rocks
T-Shirts, Get a Grip
T-Shirts, Got Goggles?
T-Shirts, Mr. T-Rex & Associates

Mugs

Mug, Geology Rocks
Mug, Get a Grip!
Mug, Women in Science Rule!

Pocket Labs

Pocket Lab, Calcium Cave Drippings
Pocket Lab, Chem Mysteries
Pocket Lab, Crystal Growing Rocks
Pocket Lab, Geodes on the Halfshell
Pocket Lab, Iron Concretions
Pocket Lab, Island Lava Races
Pocket Lab, pH Puzzles
Pocket Lab, Slimeology
Pocket Lab, Volcano Starter

Posters

Posters, Safety (daily lab behavior, ten 11" x 17" posters)
Posters, Scientific Method (6 posters)

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- * 3% royalty paid to Dave and Rozann Seela pursuant to the Book Agreement dated _____, 2000.
 - ** 3% royalty paid to Michael Kralik pursuant to the Work Agreement dated _____, 2000.

APPENDIX E

CPO TRADEMARKS AND SERVICE MARKS

See Attached.

APPENDIX "E"

CAMBRIDGE PHYSICS OUTLET

LIST OF TRADEMARKS

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>App. No.</u>	<u>Filing Date</u>	<u>Status</u>
United States	CPO	Cambridge Physics Outlet	75/911,256	Feb. 4, 2000	Abandoned Jan 25, 2001
United States	FEARLESS CHEMISTRY	Cambridge Physics Outlet	75/911,253	Feb 4, 2000	Approved for Publication On April 2, 2001
United States	FEARLESS MATH	Cambridge Physics Outlet	74/911,255	Feb 4, 2000	Approved for Publication On April 2, 2001
United States	FEARLESS PHYSICS	Cambridge Physics Outlet	75/911,254	Feb 4, 2000	Approved for Publication on April 2, 2001
United States	FEARLESS SCIENCE	Cambridge Physics Outlet	75/911,252	Feb 4, 2000	Approved for Publication On April 2, 2001

APPENDIX F
CPO COPYRIGHTS

See Attached.

Appendix "F"

Cambridge Physics Outlet

COPYRIGHTS

Textbooks

100-251-001	Foundations of Physical Science (HC)
100-251-002	Integrated Physics and Chemistry (HC)
100-252-001	Investigations for Foundations of Physical Science (SC)
100-252-002	Investigations in Integrated Physics and Chemistry (SC)
100-253-001	Teacher's Guide to Foundation of Physical Science (SC)
100-253-002	Teacher's Guide to Integrated Physics and Chemistry (SC)
100-254-001BLM	Binder for Foundation of Physical Science (BLM)
100-254-002BLM	Binder for Integrated Physics and Chemistry (BLM)

Modular Teacher's Guides

Harmonic Motion & The Pendulum

The Pendulum is the best example for teaching the concepts of harmonic motion. Topics include frequency, period, amplitude, variables, and graphing. 21 pages of hands-on activities at Levels A, B, and C; 140 pages. (#492-2140).

Energy Conservation & The Rollercoaster

An elegant introduction to the concept of energy. Topics include kinetic and potential energy, energy conservation, friction, and motion. 24 pages of hands-on activities at Levels A, B, and C; 146 pages. (#492-2150)

Force & Work With Ropes & Pulleys

The ideal beginning for learning about forces, machines, work, and energy. Topics include work, energy, mechanical advantage, force, and ratios. 10 pages of hands-on activities. Levels A & B; 108 pages. (#492-2160)

Force & Motion With Car & Ramp

Motion in a straight line is the best place to start learning physics. Topics include force, speed, acceleration, Newton's Laws, graphing, algebra and much more. 26 pages of hands-on activities. Levels A, B & C; 168 pages. (# 492-2130)

Free Fall & The Gravity Drop

Free fall, the acceleration of gravity, and motion in a line are presented. Topics include gravity, speed, acceleration, graphing, algebra and more. 26 pages of hands-on activities. Levels B & C; 103 pages. (#492-2120)

Projectile Motion & The Marble Launcher

Presents projectile motion in a hands-on context suitable for middle and high school. Topics include 2-dimensional motion, vectors, statistics, trigonometry, and algebra. 25 pages of hands-on activities at Levels B & C; 154 pages. (#492-2170)

Music, Sound & Waves

A guide to using the Sound and Waves experiment to teach waves and sound. Topics include harmonic motion, waves, resonance, harmonics, music, perception, and the musical scale. Levels B & C. (#492-2200)

Electricity Magnets & Motors

A guide to using the Electric Motor to teach electricity and magnetism. Topics include magnetism, electricity, electric circuits, voltage, current, design and building & testing working motors & generators. Levels B & C. (#492-2220)

Chemistry & The Periodic Table

A guide to using the Periodic Puzzle to teach basic concepts of chemistry and the elements. Topics include symbol recognition, understanding the elements, chemical reactions and the periodic table. Levels A & B. (#492-2270)

The Structure Of The Atom

A guide to using the Atom Building Game to teach chemistry and the atom. Topics include electrons, protons and neutrons, valences, the nucleus, isotopes, lasers and the periodic table. Levels A, B & C. (#492-2250)

Gears, Levers & Rotating Machines

An excellent introduction to simple machines. Topics include force, torque, mechanical advantage, angles, geometry, ratios, and fractions. 20 pages of hands-on activities at Levels A, B & C; 168 pages. (#492-2180)

APPENDIX G

CPO DOMAIN NAMES

See Attached.

APPENDIX "G"

CAMBRIDGE PHYSICS OUTLET

DOMAIN NAMES

<u>Domain</u>	<u>Registrar</u>	<u>Registration Date/ Expiry Date</u>
1. www.cpo.com	Network Solutions	August 12, 1995/ August 13, 2002
2. www.fearlesschemistry.com	Network Solutions	January 30, 2000/ January 30, 2002
3. www.fearlesschemistry.net	Network Solutions	January 30, 2000/ January 30, 2002
4. www.fearlessphysics.com	Network Solutions	January 30, 2000/ January 30, 2002
5. www.fearlessphysics.net	Network Solutions	January 30, 2000/ January 30, 2002
6. www.fearlessmath.com	Network Solutions	January 30, 2000/ January 30, 2002
7. www.fearlessmath.net	Network Solutions	January 30, 2000/ January 30, 2002
8. www.fearlessscience.com	Network Solutions	January 30, 2000/ January 30, 2002
9. www.fearlessscience.net	Network Solutions	January 30, 2000/ January 30, 2002
10. www.starcen.com	Network Solutions	Feb. 3, 2000/ Feb. 3, 2002