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ASSIGNMENT

(APPLIED SCHOLASTICS/ABLE--Marks)

WHEREAS, APPLIED SCHOLASTICS, a California non-profit corporation having a place of business at 3540 Wilshire Boulevard, Los Angeles, California (hereinafter referred to as "Assignor"), is the owner of the trademark and service mark registrations that are identified in the Schedule that is attached to this Assignment and made a part hereof by this reference, and is the owner of the marks that are covered by those registrations; and

WHEREAS, ASSOCIATION FOR BETTER LIVING AND EDUCATION, a California non-profit corporation having a place of business at 6331 Hollywood Boulevard, Hollywood, California 90028 (hereinafter referred to as "ABLE"), wishes to acquire ownership of the registrations that are identified in the attached Schedule, and of the marks that are covered by those registrations, together with all goodwill that is symbolized by those marks, and Assignor is willing to assign them to ABLE, on the condition that they will be used exclusively for charitable and educational purposes described in Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter referred to as "Section 501(c)(3)").

NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to ABLE its entire right, title and interest in and to each of the registrations that are identified in the attached Schedule; assigns to ABLE its entire right, title and interest in and to each of the marks that are covered by those registrations; and assigns to ABLE all goodwill that is symbolized by the marks that are covered by those registrations. This assignment is on the condition that the marks will be used exclusively for purposes described in Section 501(c)(3), and expressly includes all rights of Assignor to recover for past infringement of any of the rights of Assignor in the marks or under the registrations.

APPLIED SCHOLASTICS
"ASSIGNOR"

Date: 29 Dec 88

By Tara A. Kitt
Its President

Date: 29 Dec. 88

By Mark C Hooper Jr.
Its Secretary

STATE OF CALIFORNIA)
) ss.
COUNTY OF)

On this 29 day of December, 1988, before me, a Notary Public in and for said County and State, personally appeared Tara A. Kitt and Mark C Hooper Jr., who, being, duly sworn, acknowledged themselves to be the

President and Secretary, respectively of Applied Scholastics and that they, as such officers of such corporation, being authorized so to do, duly executed the foregoing Agreement as an act and deed of said corporation and for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Nicholas F. McNaughton
Notary Public in and for
Said County and State

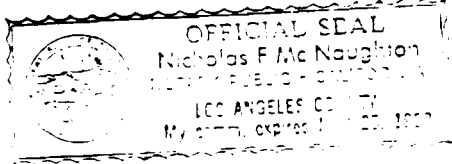


EXHIBIT 1

<u>Mark</u>	<u>Registration No.</u>	<u>Country</u>
APPLIED SCHOLASTICS	415,174	Italy