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U.S. Patent & TMOfc/TM Mail Rcpt Dt. #10

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DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Mountain Lake Software, Inc.

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

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

2. Name and address of receiving party(ies):

Name: Able Minds, Inc.

Address: 1041 Lake Street

San Francisco, CA 94118

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State California
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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: July 6, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,993,160

2,138,104

Additional numbers attached? Yes No

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

Name: Sheldon R. Meyer

Address: Fliesler, Dubb, Meyer & Lovejoy LLP

Four Embarcadero Center, Suite 400

San Francisco, CA 94111

Telephone: (415) 362-3800

6. Total Number of applications and registrations involved: _____

(\$40 first mark per document; \$25 second and subsequent marks in same document.)

7. Total fee (37 CFR 3.41).....\$ 65.00

Check Enclosed

8. Authorized to charge any additional fees or credit any overpayment to Deposit Account No. 061325. (A duplicate copy of this authorization is **not** enclosed.)

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.

Sheldon R. Meyer
Attorney or Agent
Reg. No. 27,660

Signature

July 7, 1999
Date

10. Total number of pages comprising cover sheet: 3

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01 FC-481
02 FC-482

ASSIGNMENT OF TRADEMARKS AND GOODWILL

WHEREAS, Mountain Lake Software, Inc. ("Assignor"), a California corporation, organized and existing under the laws of the State of California, having its principal place of business at 298 Fourth Avenue, No. 401, San Francisco, California 94118, is the owner of all right, title and interest in and to the following registered U.S. and Canadian trademarks:

U.S. Mark:	CYBERTEENS	
U.S. Reg. #/Date	U.S. Reg. No. 1,993,160	Reg. Date: August 13, 1996
Goods	Entertainment services, namely providing on-line, global computer network magazines with stories, artwork, articles, reviews, comic stories, puzzles, and other original creations of children; all in International Class 41.	
Atty Docket #:	MTLP 6760 SRM	

Canadian Mark:	CYBERTEENS	
Canadian Reg. #/Date	Canadian Reg. No. 485,421	Reg. Date: November 13, 1997
Goods	Entertainment services, namely providing on-line, global computer network magazines with stories, artwork, articles, reviews, comic stories, puzzles, and other original creations of children; all in International Class 42.	
Atty Docket #:	MTLP 6760 (CA) SRM	

U.S. Mark:	CYBERKIDS	
U.S. Reg. #/Date	U.S. Reg. No. 2,138,104	Reg. Date: February 24, 1998
Goods	Computer services, namely providing an on-line global computer network magazine with stories, artwork, articles, reviews, comic stories, puzzles, and other original creations of children; all in International Class 42.	
Atty Docket #:	MTLP 6759 SRM	

Canadian Mark:	CYBERKIDS	
Canadian Reg. #/Date	Canadian Reg. No. 473,899	Reg. Date: March 25, 1997
Goods	Entertainment services, namely, an on-line internet service for publishing stories, artwork, articles, reviews, comic stories, puzzles, and other original creations of children; all in International Class 42.	
Atty Docket #:	MTLP 6759 (CA) SRM	

and the goodwill associated therewith for use with the above goods for the territories of the United States and Canada; and

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WHEREAS, Able Minds, Inc. ("Assignee"), a California corporation, having a business address of 1041 Lake Street, San Francisco, CA 94118, is desirous of acquiring all right, title and interest in and to the above trademarks for the above specified goods and the above specified territories, along with the goodwill of the business associated with said trademarks:

NOW, THEREFORE, for goods and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns unto Assignee its entire right, title and interest in and to the above trademarks and registrations therefor, and the goodwill of the business in connection with said trademarks for the above identified goods and the above identified territories, all effective as of the date below.

ASSIGNOR

ASSIGNEE

By: Julia Richer
Name: Julia Richer
Its: President
Date: 7/6/99

By: Julia Richer
Name: Julia Richer
Its: President
Date: 7/6/99