

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 296 Fourth Avenue, No. 401, San Francisco, California 94118, is the owner of all right, title and interest in and to the following trademarks and the pending U.S. trademark applications:

U.S. Mark:	ABLE MINDS
U.S. App. #/Date	Serial No. 75/261,137 Filed Date: 03/20/1997
Goods	Computer services, namely, providing on-line multi-media magazines in the field of education; providing a computer database featuring works of art; providing an on-line bulletin board in the field of education; providing chat rooms in the nature of on-line facilities for real-time interaction with other computer users concerning topics of general interest and education; and computer consulting services; all in International Class 42.
Atty Docket #:	MTLP 6766 SRM

U.S. Mark:	CYBERTEACHERS
U.S. App. #/Date	Serial No. 75/261,136 Filed Date: 03/20/1997
Goods	Computer services, namely, providing on-line multi-media magazines in the field of education; providing a computer database featuring works of art; providing an on-line bulletin board in the field of education; providing chat rooms in the nature of on-line facilities for real-time interaction with other computer users concerning topics of general interest and education; and computer consulting services; all in International Class 42.
Atty Docket #:	MTLP 6767 SRM

U.S. Mark:	TEACHERS OUTPOST
U.S. App. #/Date	Serial No. 75/260,879 Filed Date: 03/20/1997
Goods	Computer services, namely, providing on-line multi-media magazines in the field of education; providing a computer database featuring works of art; providing an on-line bulletin board in the field of education; providing chat rooms in the nature of on-line facilities for real-time interaction with other computer users concerning topics of general interest and education; and computer consulting services; all in International Class 42.
Atty Docket #:	MTLP 6768 SRM

U.S. Mark:	YOUNG COMPOSERS	
U.S. App #/Date	Serial No. 75/261,568	Filed Date: 03/21/1997
Goods	Entertainment services, namely, providing an on-line website featuring the published music of others; in International Class 41.	
Atty Docket #:	MTLP 6769 SRM	

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

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 and that portion of the ongoing and existing business to which the above trademarks pertain;

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 trademark applications, and registrations therefor, and the goodwill of the business in connection with said trademarks for the above identified goods and the above identified territories, and that portion of the ongoing and existing business to which the above trademarks pertain, all effective as of the date below.

ASSIGNOR

ASSIGNEE

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

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