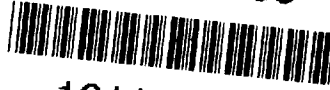
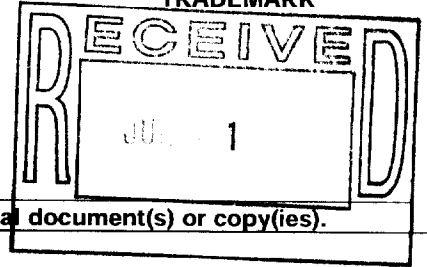


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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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#### Submission Type

- New
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#### Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual
  - General Partnership
  - Limited Partnership
  - Corporation
  - Association
  - Other
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

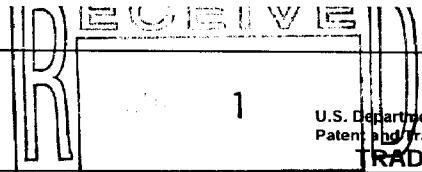
07/23/1999 MTHAI1 00000269 122315 75400480

#### FOR OFFICE USE ONLY

01 FD:481 40.00 CH  
02 FD:482 75.00 CH

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Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="75/400480"/>	<input type="text" value="75/525063"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/401039"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/401216"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Susan M. Mulholland  
Name of Person Signing

*S.M. Mulholland*  
Signature

7/21/99  
Date Signed

**TRADEMARK ASSIGNMENT**

WHEREAS, Virtual Knowledge, Inc., a Delaware corporation whose principal address is 200 Highland Avenue, Needham, MA 02494, has intended to use the marks SMARTERKIDS and SMARTERKIDS.COM in commerce and has filed applications for those marks, now assigned Serial No. 75/400480, 75/401039, 75/401216, 75/525063 indicating that intention, but has not yet filed allegations of use under §§1(c) or 1(d) of The Trademark Act, and

WHEREAS, applicant is assigning the marks in the above-identified applications as part of the entire business or portion thereof to which the mark pertains as required by 15 U.S.C. §1060;

WHEREAS, SmarterKids.com, Inc., a Delaware corporation whose principal address is 200 Highland Avenue, Needham, MA 02494, the successor of the ongoing and existing business of Virtual Knowledge, Inc. to which the marks pertain, is desirous of acquiring said trademarks and the pending intent-to-use applications therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Virtual Knowledge, Inc. does hereby assign to said SmarterKids.com, Inc., all right, title and interest in and to the marks SMARTERKIDS and SMARTERKIDS.COM and the goodwill of the business symbolized thereby.

Signed at Needham, Massachusetts, this 21 day of July, 1999.

SMARTERKIDS.COM, INC.

[Signature]  
Robert Cahill  
Chief Financial Officer

I, Amenia Corn, do hereby certify that the foregoing assignments are being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to the Assistant Commissioner of Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, on this date of 7/21/99

[Signature]  
Name

EM599905167US  
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7/21/99  
Date of Deposit

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VIRTUAL KNOWLEDGE, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SMARTERKIDS.COM, INC.", THE FOURTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

I, Amenia Corn, do hereby certify that the foregoing documents are being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, on this date of 7/21/99

Amenia Corn

Name

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Express Mail Label Number

7/21/99

Date of Deposit



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9868702

07-16-99

TRADEMARK  
REEL: 001933 FRAME: 0690

2389047 8320

991286836

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