FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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U.S. Department of Commerce Patent and Trademark Office

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Correction of PTO Error Reel # Frame # Change of Name X Corporation A Corporation A Corporation A Composed of X Corporation X Composed of X Corporation X Co	TO: The Commissioner of Patents and Trademarks	: Please record the attached original document(s) or copy(ies).					
Resubmission (Non-Recordation) Document ID #	Submission Type	Conveyance Type					
Document ID # Effective Date Month Day Year Correction of PTO Error Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Month Day Year Name Virtual Knowledge, Inc. 7/21/99 Formerly Limited Partnership Corporation Association Other Citizenship/State of Incorporation/Organization Delaware Receiving Party Mark if additional names of receiving parties attached Name SmarterKids.com, Inc. DBA/AKA/TA Composed of Address (line 1) Address (line 2) Address (line 3) Needham MA Statis/Country If document to be recorded is an assignment and the receiving party in assignment and the receiving	X New	Assignment License					
Name Virtual Knowledge, Inc. 7/21/99 Formerly Individual General Partnership Limited Partnership Corporation Association Other K Citizenship/State of Incorporation/Organization Delaware Receiving Party Mark if additional names of receiving parties attached Name SmarterKids.com, Inc. DBA/AKATTA Composed of Address (line 1) 200 Highland Avenue Address (line 2) Address (line 3) Needham MA State/Country 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. Other General Partnership Delaware Citizenship/State of Incorporation/Organization Delaware FOR OFFICE USE ONLY	Document ID # Correction of PTO Error Reel # Corrective Document	Merger Effective Date Month Day Year					
Name Virtual Knowledge, Inc. 7/21/99	Conveying Party	Execution date					
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Receiving Party	Individual General Partnership	Limited Partnership Corporation Association					
Receiving Party Mark if additional names of receiving parties attached Name SmarterKids.com, Inc. DBA/AKA/TA Composed of Address (line 1) 200 Highland Avenue Address (line 2) Address (line 3) Needham MA 102494 2ip Code Individual General Partnership Limited Partnership 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.) K Citizenship/State of Incorporation/Organization Delaware FOR OFFICE USE ONLY	Other						
Name SmarterKids.com, Inc. DBA/AKA/TA Composed of Address (line 1) 200 Highland Avenue Address (line 2) Address (line 3) Needham MA 02494 City State/Country 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.) K Citizenship/State of Incorporation/Organization Delaware FOR OFFICE USE ONLY	X Citizenship/State of Incorporation/Organiz	ation Delaware					
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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FORM PTO-1618B Expires 06/30/99	Page 2	1	U.S. Department of Commerce Patent and Trademark Office		
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Correspondent Name and A	ddress Area Code and Telephor	ne Number 617-350-	6800		
Name Susan M. Mult	nolland, Esq.				
Address (line 1) Lucash, Gesm	er, and Updegrove, LI	JP			
Address (line 2) 40 Broad Str	eet				
Address (line 3) Boston, MA	02109				
Address (line 4)					
Pages Enter the total num including any attach	nber of pages of the attached co	onveyance document	# [2		
Trademark Application Num		· · · · · · · · · · · · · · · · · · ·	dditional numbers attached		
Enter either the Trademark Application Trademark Application	<i>Number <u>or</u> the Registration Number (DO</i> Number(s)	NOT ENTER BOTH numbers Registration Numbers			
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Number of Properties Ente	er the total number of properties	s involved. # 4			
Fee Amount Fee	Amount for Properties Listed (3	37 CFR 3.41): \$ 115.	00		
Method of Payment: Deposit Account	 -	Account X			
(Enter for payment by deposit accou	unt or if additional fees can be charged t Deposit Account Number:		315		
	Authorization to charge a	dditional fees: Yes	X 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	&M. Mulhellan	7	/21/99		
Name of Person Signing	Signatui		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 Worker, Massachusetts, this day of July, 1999.

SMARTERKIDS.COM, INC.

Amenia Corn do hereby certify that the large me domain are being deposited with the United States Posta: Service as Express Mail, postage prepaid, nan envelope addressed to the Assistant Commissioner or Trademarks, 2900 Crystal Drive, Arlington, Virginia 12202-3513, on this date of 7/21/99

Name

EM599905167US

Express Mail Label Number

7/21/99

Date of Deposit

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Robert Cahill

Chief Financial Officer

State of Delaware

Office of the Secretary of State 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 ne envicence at the foregoing documents are being deposited with the included States Postal Service as Express Mail, postage control in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, deposite 22202-3513, on this date of 7/21/99

Name

EM599905167US

Express Mail Label Number

7/21/99

Date of Deposit



Edward J. Freel, Secretary of State

DATE:

AUTHENTICATION:

9868702

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