

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

11-03-2000



101504667

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

10-24-00

TO: The Commissioner For Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

**Conveyance Type**

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date  
Month Day Year  
2/29/00

**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 attached. from Assignment.)

Citizenship/State of Incorporation/Organization

11/02/2000 DBYRNE 00000216 75801808

**FOR OFFICE USE ONLY**

01 ~~FE-481~~ ~~40-00-05~~ 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 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.

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

**TRADEMARK  
REEL: 002167 FRAME: 0646**

**Domestic Representative Name and Address**

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)

Address (line 4)

**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)**

**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.)

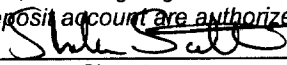
Deposit Account Number: #

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.

Shaka A. Scott  
Name of Person Signing

  
Signature

10/26/00  
Date Signed

ASSIGNMENT OF TRADEMARKS

WHEREAS, My Grade Book.com Inc., a Nevada corporation having a principal place of business at 15807 Davis Cup Lane, Ramona, CA 92065 ("Seller"), is the owner of the entire right, title, and interest in and to certain trademarks as specified in Schedule A attached hereto and made a part hereof (the "Trademarks");

WHEREAS, The Family Education Network, Inc., a Delaware corporation having a principal place of business at 20 Park Plaza, Suite 1420, Boston, MA 02116 ("Buyer"), has acquired the entire right, title, and interest in and to the Purchased Assets, as defined in a certain Asset Purchase Agreement by and among the Buyer, Seller, Vincent G. Krist, Kristina M. Krist and Mary I Benjamin dated February 29, 2000 (the "Purchase Agreement"), including the Trademarks; and

WHEREAS, pursuant to the Purchase Agreement, Seller has agreed to execute such additional instruments as may be necessary or desirable to confirm said acquisition of the Purchased Assets by Buyer.

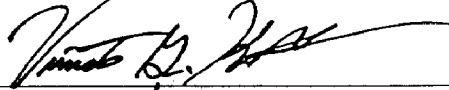
NOW, THEREFORE, in consideration of the foregoing, as well as for other good and valuable consideration, the receipt of which is hereby acknowledged, Seller hereby sells, assigns, transfers, and sets over to Buyer, its successors and assigns, the entire right, title and interest of Seller in and to the Trademarks, together with the goodwill of the business in which the Trademarks are used and which goodwill is symbolized by the Trademarks, and including the rights to recover damages, profits and other compensation for infringement, including past infringement, of the Trademarks and to file and obtain renewals thereof, said sale, assignment, transfer and setting over being effective as of the date hereof.

After the delivery of this Assignment, Seller shall upon request of Buyer, execute and deliver such additional documents and instruments, and perform such additional acts, as may be reasonably necessary to perfect Buyer's right, title, and interest in and to the Trademarks acquired by Buyer hereunder.

IN WITNESS WHEREOF, Seller has caused this Assignment of Trademarks to be executed by its duly authorized officer as of the 29th day of February, 2000.

MY GRADE BOOK.COM INC.

ATTEST:

By:   
Name: Vincent G. Krist  
Title: President

Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ACKNOWLEDGMENT OF SIGNATURE

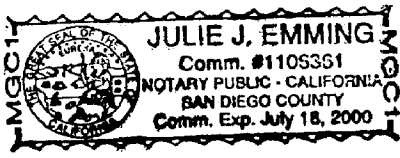
STATE/COUNTRY OF CALIFORNIA )  
 ) ss.  
COUNTY/PROVINCE OF SAN DIEGO )

On this 29<sup>th</sup> day of FEBRUARY, 2000, before me personally came VINCENT G. KRIST, known to me to be the PRESIDENT of My Grade Book.com Inc., and made oath that he or she executed the above instrument as the authorized representative of the person or entity set forth above, or in any individual capacity.

NOTARIAL SEAL

Julie J. Emming  
Notary Public

My Commission expires: JULY 18, 2000



SCHEDULE A

REGISTERED UNITED STATES TRADEMARKS

My GradeBook.Com, Application for U.S. Trademark Reg., Serial No. 75/801808

GOMES3779/7.949073-1  
ASSIGNMENT OF TRADEMARKS

**RECORDED: 10/24/2000**

**TRADEMARK  
REEL: 002167 FRAME: 0650**