

11-09-2000

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10/27/00



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

<b>Submission Type</b>		<b>Conveyance Type</b>	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Agreement
		<input type="checkbox"/> Merger	Effective Date Month Day Year _____
		<input type="checkbox"/> Change of Name	_____
		<input type="checkbox"/> Other	_____

**Conveying Party**  Mark if additional names of conveying parties attached

Name: ParadeNet Inc. Execution Date: 10/13/2000  
 Formerly: \_\_\_\_\_  
 Month Day Year

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization: Delaware

**Receiving Party**  Mark if additional names of receiving parties attached

Name: JP Kids, Inc.  
 DBA/AKATA: \_\_\_\_\_  
 Composed of: \_\_\_\_\_

Address (line 1): 989 Market Street  
 Address (line 2): 2<sup>nd</sup> Floor  
 Address (line 3): San Francisco, California, 94103  
 City State/Country Zip 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.)

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization: Delaware

FOR OFFICE USE ONLY

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 ADDRESS.

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

TRADEMARK  
REEL: 002171 FRAME: 0055

**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)**

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

Mark if additional numbers attached

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2076852"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<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.

James R. Guerette  
Name of Person Signing

*James R. Guerette*  
Signature

10/27/00  
Date Signed

## ASSIGNMENT OF TRADEMARKS

**WHEREAS**, Advance Magazine Publishers Inc., a New York corporation, and ParadeNet Inc., a Delaware corporation, are the owners, respectively, of all right, title, and interest in and to the trademarks identified in Schedules A and B attached hereto including, without limitation, the registrations and applications identified on said Schedules A and B (collectively, hereinafter the "Marks"), which Marks identify the goods and services set forth in Schedules A and B, respectively; and

**WHEREAS**, pursuant to an Asset Purchase Agreement (the "Purchase Agreement") dated as of October \_\_, 2000, by and among JP Kids, Inc. a Delaware corporation, as Buyer ("Assignee"), and Parade Publications, a division of Advance Magazine Publishers Inc., a New York corporation ("AMPI"), and ParadeNet Inc., a Delaware corporation ("ParadeNet"), as Seller (hereinafter, "Assignors"), Assignee desires to acquire the Marks, the applications and registrations for the Marks identified in Schedules A and B, and the entire goodwill of the business symbolized by the Marks;

**NOW, THEREFORE**, in consideration and furtherance of the Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignors, respectively, hereby sell, assign and transfer to Assignee all right, title and interest in and to the Marks, together with the entire goodwill of the business symbolized by the Marks and the applications and registrations for the Marks.

Simultaneously with the execution and delivery of this assignment, Assignors are delivering to Assignee all documentation in their possession related to their respective ownership of the Marks including, without limitation, Assignors' complete application and registration file(s) for the Marks and any and all materials showing Assignors' or their predecessors in interest's first use of the Marks on or in connection with the services listed in Schedules A and B and first use of the Marks in interstate commerce. Assignors further agree to cooperate with and assist Assignee in response to Assignee's reasonable requests for additional information or documents that Assignee may require to obtain, enforce and defend the Marks.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

This Assignment of Trademarks is made effective as of the \_\_\_ day of October, 2000.

ADVANCE MAGAZINE PUBLISHERS INC.

By: Marcel Schloss

Name: Marcel Schloss

Title: Senior Vice President, Parade

Publications Division

SUBSCRIBED and SWORN to  
before me this 15<sup>th</sup> day of October, 2000.

Kathleen Flaherty  
Notary Public

KATHLEEN FLAHERTY  
Notary Public, State of New York  
No. 31-4523962  
Qualified in Westchester County  
Certificate Filed in New York County  
Commission Expires Oct. 31, 2002

My Commission Expires: Oct. 31, 2002

PARADENET INC.

By: Marcel Schloss

Name: Marcel Schloss

Title: Authorized Signatory

SUBSCRIBED and SWORN to  
before me this \_\_\_ day of October, 2000.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

ACKNOWLEDGED:

J.P. KIDS, INC.

By: \_\_\_\_\_

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

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

This Assignment of Trademarks is made effective as of the \_\_\_ day of October, 2000.

ADVANCE MAGAZINE PUBLISHERS INC.

By: \_\_\_\_\_

Name: Marcel Schloss

Title: Senior Vice President, Parade

Publications Division

SUBSCRIBED and SWORN to  
before me this \_\_\_ day of October, 2000.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

PARADENET INC.

By: \_\_\_\_\_

Name: Marcel Schloss

Title: Authorized Signatory

SUBSCRIBED and SWORN to  
before me this \_\_\_ day of October, 2000.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

ACKNOWLEDGED:

J.P. KIDS, INC.

By: James P. Steyer

Name: James P. Steyer

Title: CEO

**SCHEDULE A**

(Owner: Advance Magazine Publishers Inc.)

<u>Mark</u>	<u>Reg. No.</u>	<u>Serial No.</u>	<u>Services</u>
<u>UNITED STATES</u>			
REACT		75/423304	Class 41: Entertainment in the nature of on-going television programs in the field of news, technology, education, humor, entertainment, sociology, trivia, geography, science, arts, economics, sports and music
REACT ON THE ROAD	2,319,950	75/667486	Class 16: Periodic magazine column covering teen issues
REACT.COM	2,160,713	75/976547	Class 42: Computer services, namely, providing on line magazines in the field of technology, education, humor, opinion polls, entertainment, sociology, advice, sports, trivia, geography, music, puzzles, contests, science, art and economics, via a global computer network
THE REACT TAKE ACTION AWARDS	2,146,192	75/243268	Class 41: Educational services, namely, providing incentives to teenagers to demonstrate leadership and community services through the issuance of awards
REACT	2,209,338	74/553330	Class 16: Printed matter and publications, namely, general interest magazines, series of general interest books; computer and computer program user manuals, computer documentation in printed sheet, pamphlet, brochure and book form, all dealing with general interest magazines; stationery, posters, and calendars; all the aforementioned directed to a primary and secondary school age audience;  Class 42: On-line electronic general interest magazine services accessible via global or non-global computer network directed to a primary and secondary school age audience
FIRST PERSON	2,365,458	75/670361	Class 16: General interest magazine columns

TAKE ACTION		75/687926	Class 41: Educational services, namely, providing incentives to teenagers to demonstrate leadership and community service through the issuance of awards
OUR VOICES	2,308,114	75/655720	Class 16: General interest magazine columns
REACT ON THE ROAD	2,319,950	75/667486	Class 16: Periodic magazine column covering teen issues
NEWS NOW	2,356,380	75/649491	Class 16: Magazine columns featuring information of interest to teenagers
THE NEWS MAGAZINE THAT RAISES VOICES	2,319,360	75/649490	Class 16: General interest magazines
IN SHORT	2,308,113	75/649489	Class 16: General interest magazine columns
SCREENINGS AND SCREAMINGS	2,310,092	75/649764	Class 16: General interest magazine columns
EVERYDAY HEROES	2,334,009	75/622608	Class 16: Magazine column featuring stories about teenagers
THE REACT TAKE ACTION AWARDS	2,146,192	75/243268	Class 41: Educational services, namely, providing incentives to teenagers to demonstrate leadership and community services through the issuance of awards

REACT

496397

775069

Classes 9, 16, 38, and 41: Computer programs, CD-ROMs, electronic publications, and multi-media interactive software; printed matter and publications, namely magazines and books; paper goods and stationery (excluding carbonless copying paper); namely notepads, note paper, note cards, notebooks, writing paper and envelopes, desk pads, greeting cards, postcards and wrapping paper; posters; and calendars. Computer, telephonic, on-line, cable, wireless broadcast, CD-ROM, electronic and other information storage, delivery, and retrieval, electronic database, communication, information, entertainment, education, mail and archive services, often multi-media and accessible by third parties



**SCHEDULE B**  
(Owner: ParadeNet Inc.)

<u>Mark</u>	<u>Reg. No.</u>	<u>Serial No.</u>	<u>Services</u>
<u>UNITED STATES</u>			
VIRTUALLY REACT	2,076,852	75/001726	Class 42: Computer services, namely, providing on line magazines in the field of technology, education, humor, opinion polls, entertainment, sociology, advice, sports, trivia, geography, music, puzzles, contests, science, art and economics, via a global computer network