



To the Honorable Commissioner of Patents

101592951

original documents or copy thereof.

1. Name of conveying party(ies):
eCircles, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: **Delaware**
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: **ClassMates Online, Inc.**
Internal Address: _____
Street Address: **100 Oakesdale Avenue**
City: **Renton** State: **WA** ZIP: **98055**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Washington**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **December 21, 2000**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/787,514

B. Trademark Registration No.(s)
2,348,620
2,283,174

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Kirsten W. Foster**
Internal Address: **Perkins Coie LLP**
Street Address: **1201 Third Avenue, Suite 4800**
City: **Seattle** State: **WA** ZIP: **98101**

01/25/2001 GTOM11 00000058 75787514
01 FC:481 40.00 DP
02 FC:482 50.00 DP

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41):..... \$ **90.00**
 Enclosed
 Authorized to be charged to deposit account
 Charge any additional fees/credit any overpayment to Deposit Account No. 50-0665

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Kirsten W. Foster

Name of Person Signing	Signature	Date
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Total number of pages comprising cover sheet, attachments and document: **2**

DO NOT DETACH THIS PORTION

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK ASSIGNMENT

WHEREAS, eCircles, Inc., a Delaware corporation, located at One Waters Park Drive, Suite 160, San Mateo, CA 94403 ("Assignor"), has adopted, used and is using the federally registered trademark, U.S. Registration number 2,348,620, for the logo "eCircles" for chat room and bulletin board computer services;

WHEREAS, Assignor has adopted, used and is using the federally registered trademark, U.S. Registration number 2,283,174, for the name "eCircles" for chat room and bulletin board computer services;

WHEREAS, Assignor has adopted, used and is using the trademark for the name "eCircles Powered", for which federal trademark registration is pending, application number 75/787,514, for chat room and bulletin board computer services;

WHEREAS, ClassMates Online, Inc., a Washington corporation, located at 100 Oakesdale Avenue, Renton, WA 98055 ("Assignee") is desirous of acquiring aforesaid marks and all of the goodwill related thereto;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest it has in and to aforesaid trademarks, together with all of the goodwill of the business symbolized by that trademark, and the applications for registration and federal registrations pertaining thereto.

Date: December 21, 2000

ECIRCLES, INC.

By: 

Name: Prescott V. Lee

Title: CEO