

04-26-2001

RECORDATION FORM COVER SHEET
TRADEMARK ONLY

U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No.
Attorney Customer Number:



101687475

Applications and Trademarks:
Documents or copy thereof.

ATTN. BOX ASSIGNMENTS

1. Name of conveying party(ies): FATBRAIN.COM, LLC.		2. Name and address of receiving party(ies): Name: MIGHTYWORDS, INC.	
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Internal Address:	
3. Nature of conveyance:		Street Address: 2550 Walsh Avenue	
<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> Merger	City: Santa Clara	
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name	State: CA	Zip Code: 950551
<input type="checkbox"/> Other:		Additional name(s) & Address(es) attached?	
Execution Date: March 14, 2001		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application:			
A. Trademark Application Number(s): 75/774,007 and 75/787,404		B. Trademark Registration Number(s):	
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Julia Anne Matheson		6. Total number of applications and registrations involved: TWO (2)	
Internal Address: FINNEGAN, HENDERSON, FARABOW, GARRETT & DUNNER, L.L.P.		7. Total fee (37 CFR 3.41): \$65.00	
Street Address: 1300 I Street, N.W.		<input type="checkbox"/> Enclosed (Please charge deficiency to deposit account)	
City: Washington		<input checked="" type="checkbox"/> Authorized to be charged to deposit account	
State: D.C. Zip: 20005-3315		8. Deposit Account No.: 06-0916	
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.			
Julia Anne Matheson		Signature:	
		Date: April 10, 2001	
Total number of pages including cover sheet, attachments and documents: 3			

NUNC PRO TUNC ASSIGNMENT

Fatbrain.com, LLC (formerly Fatbrain.com, Inc.), a Delaware corporation with its principal place of business at 2550 Walsh Avenue, Santa Clara, California 95051 ("Assignor"), is the record owner of the marks identified in Exhibit A and of the U.S. trademark registrations and applications therefor ("the Trademarks").

On or about March 8, 2001, MightyWords, Inc., a Delaware corporation with its principal place of business at 2550 Walsh Avenue, Santa Clara, California 95051 ("Assignee"), acquired the Trademarks from Assignor. Assignee is the owner in fact of the Trademarks and the parties desire to reflect this fact in the records of the U.S. Patent and Trademark Office.

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns nunc pro tunc as of March 8, 2001 to Assignee all its right, title, and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, and the right to sue and recover for past infringements, dilution, and other violations.

The Commissioner is requested to issue the certificates of registration to Assignee.

FATBRAIN.COM, LLC

By: 

Name: Dennis Capovilla

Title: Chief Executive Officer

Date: March 14, 2001

EXHIBIT A

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
EMATTER	75/774,007	8/13/1999
EMATTER	75/787,404	8/30/1999