

08-09-2001



101805072

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

4.27.01

RE

TO: The Commissioner of Patents and 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 # _____

8.9.01

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name PCS EDUCATION SYSTEMS, INC.

Execution Date
Month Day Year
3/ /01

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Idaho

Receiving Party

Mark if additional names of receiving parties attached

Name CAPITAL PROTECTION, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 405 EAST LEXINGTON

Address (line 2) _____

Address (line 3) EL CAJON

City

CALIFORNIA

State/Country

92020

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other _____

Citizenship/State of Incorporation/Organization _____

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.)

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 THIS ADDRESS.

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

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.

Anthony A. Mark
Thomas R. Linville

Anthony A. Mark
Thomas R. Linville

4/6/01
4/6/01

Name of Person Signing

Signature

Date Signed

Int. Cls.: 35 and 41

Prior U.S. Cls.: 100, 101, 102 and 107

Reg. No. 2,213,678

United States Patent and Trademark Office

Registered Dec. 29, 1998

**SERVICE MARK
PRINCIPAL REGISTER**



PCS EDUCATION SYSTEMS, INC. (IDAHO CORPORATION)
1444 W. BANNOCK
BOISE, ID 83702

FOR: COMPUTERIZED ON-LINE RETAIL SERVICES FEATURING ON-LINE EDUCATIONAL MERCHANDISE INCLUDING BUT NOT LIMITED TO CD-ROM'S, SOFTWARE, BOOKS AND RELATED EDUCATIONAL PRODUCTS, DELIVERED VIA GLOBAL COMPUTER NETWORK, IN CLASS 35 (U.S. CLS. 100, 101 AND 102).

FIRST USE 0-0-1992; IN COMMERCE 0-0-1992.

FOR: EDUCATIONAL SERVICES, NAMELY, PROVIDING CURRICULUM BASED COURSES OF INSTRUCTION AT THE KINDERGARTEN THROUGH HIGH SCHOOL LEVELS VIA GLOBAL COMPUTER NETWORK; CONDUCT-

ING CLASSES, LESSONS AND PROJECTS ABOUT THE GLOBAL COMPUTER NETWORK VIA THE GLOBAL COMPUTER NETWORK; PROVIDING CLASSES AND SEMINARS FOR PRE-SCHOOL TEACHERS CONCERNING DEVELOPMENTAL COURSES OF INSTRUCTION AT THE PRESCHOOL LEVEL; AND PROVIDING CLASSES FOR CURRICULUM BASED INSTRUCTION FOR AFTER-HOURS SCHOOL LEARNING PROGRAMS AT THE KINDERGARTEN THROUGH HIGH SCHOOL LEVELS, IN CLASS 41 (U.S. CLS. 100, 101 AND 107).

FIRST USE 0-0-1992; IN COMMERCE 0-0-1992.

SER. NO. 75-174,745, FILED 9-16-1996.

KATHLEEN M. VANSTON, EXAMINING ATTORNEY

Receipt on the DATE OF FILING of the application for registration and filing fees is acknowledged for the mark identified below. The DATE OF FILING is contingent upon the collection of any payment made by check or draft. Your application will be considered in the order in which it was received and you will be notified as to the examination thereof. Action on the merits should be expected from the Patent and Trademark Office in approximately 06 months from the filing date. When inquiring about this application, include the SERIAL NUMBER, DATE OF FILING, OWNER NAME, and MARK.

PCS Education Systems, Inc.
1405 Main Street
Boise ID 83702

ATTORNEY
REFERENCE NUMBER

PLEASE REVIEW THE ACCURACY OF THE FILING RECEIPT DATA.

A request for correction to the filing receipt should be submitted within 30 days to the following address: ASSISTANT COMMISSIONER FOR TRADEMARKS, 2900 CRYSTAL DRIVE, ARLINGTON, VIRGINIA 22202-3513. The correspondence should be marked to the attention of the Reexamination File Receipt Section. Or fax a request to 703-308-9096. The Patent and Trademark Office will review the request and make corrections when appropriate.

SERIAL NUMBER: 75/845244
FILING DATE: Nov 30, 1999
REGISTER: Principal
LAW OFFICE: 105
MARK: PCS EDVENTURES!.COM
MARK TYPE(S): Service Mark
DRAWING TYPE: Words, letters, or numbers and design
FILING BASIS: Sect. 1(a) (Use in Commerce); Sect. 1(b) (Intent to Use);

OWNER: PCS Education Systems, Inc. (IDAHO, Corporation)
1405 Main Street
Boise, IDAHO 83702

FOR: Educational services, namely, providing Internet delivered educational services for homes, schools and institutions; after-hours school program; private and public school partnering in 50 United States

INT. CLASS: 041

FIRST USE: Jun 1, 1996 USE IN COMMERCE: Jan 1, 1997

ALL OF THE GOODS/SERVICES IN EACH CLASS ARE LISTED

Received
7/12/00



Please Place on Upper Right Corner
of Response to Office Action ONLY

July 27, 2000
JULY 27, 2000

Jean H. Im
Trademark Law Office 105
Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Re; # 75/845244

Dear Ms. Im;

Amended Recitation of Services

For: Educational services, namely, providing curriculum based courses of instruction at the kindergarten through high school levels via global computer network; conducting classes, lessons and projects about the global computer network via the global computer network; providing classes and seminars for pre-school teachers concerning developmental courses of instruction at the pre-school level; and providing classes for curriculum based instruction for after-hours school learning programs at the kindergarten through high school levels, in Class 41 (U.S. CLS. 100, 101 and 107)

First use: Jun 1, 1996 Use in commerce: Jun 1, 1996

Amended Filing Basis

Sect 1 (a) Use in Commerce. Sect 1 (b) No. Section 44 No.

Specimens

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 19 U.S.C. 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that the substitute specimen was in use in commerce as early as the filing date of the application; the facts set forth in this application are true; all statements made of his own knowledge are true; and all statements made on information and belief are believed to be true.

Signature

CHAIRMAN, PRESIDENT & CEO

Name and Position

JULY 27, 2000

Date

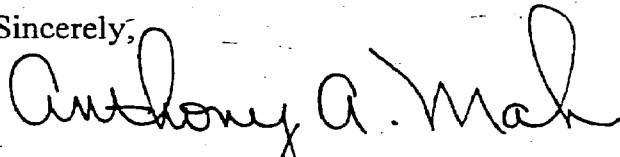
Amended Drawing

See enclosed Drawing.

Prior Registration

I, the undersigned Anthony A. Maher, Chairman, President & CEO, per 37 C.F.R. Section 2.36; TMEP section 812, does hereby certify that PCS as the applicant does own and makes claim of ownership to Registration # 2213678, a copy of which is enclosed.

Sincerely,

A handwritten signature in black ink that reads "Anthony A. Maher". The signature is written in a cursive style with a large initial 'A'.

Anthony A. Maher
Chairman, President & CEO

Enclosures



Mark

PCS

Goods and Services

IC 041. US 100 101 107. G & S: educational services, namely, providing curriculum based courses of instruction at the kindergarten through high school levels via global computer network; conducting classes, lessons and projects about the global computer network via the global computer network; providing classes and seminars for pre-school teachers concerning developmental courses of instruction at the preschool level; and providing classes for curriculum based instruction for after-hours school learning programs at the kindergarten through high school levels. FIRST USE: 19920000. FIRST USE IN COMMERCE: 19920000

IC 035. US 100 101 102. G & S: computerized on-line retail services featuring on-line educational merchandise including but not limited to CD-ROM's, software, books and related educational products, delivered via global computer network. FIRST USE: 19920000. FIRST USE IN COMMERCE: 19920000

Mark Drawing Code

(3) DESIGN PLUS WORDS, LETTERS, AND/OR NUMBERS

Design Code

031509

Serial Number

75174745

Filing Date

September 16, 1996

Publication for Opposition Date

October 6, 1998

Registration Number

2213678

Registration Date

December 29, 1998

*** Search: 1 *** Document Number: 1 ***

TRADEMARK
REEL: 002344 FRAME: 0543

UNITED STATES PATENT AND TRADEMARK OFFICE

SERIAL NO. 75/845244 PCS Education Systems, Inc.		APPLICANT PCS Education Systems, Inc.	PAPER NO.
MARK PCS EDVENTURES!.COM AND DESIGN		ADDRESS PCS Education Systems, Inc. 1405 Main Street Boise ID 83702	ADDRESS: Commissioner for Trademarks 2900 Crystal Drive Arlington, VA 22202-3513 www.uspto.gov If no fees are enclosed, the address should include the words "Box Responses - No Fee."
		ACTION NO. 01	
		MAILING DATE 05/22/00	
FORM PTO-1525 (5-90)		U.S. DEPT. OF COMM. PAT. & TM OFFICE	REF. NO.
			Please provide in all correspondence: 1. Filing Date, serial number, mark and Applicant's name. 2. Mailing date of this Office action. 3. Examining Attorney's name and Law Office number. 4. Your telephone number and ZIP code.

A PROPER RESPONSE TO THIS OFFICE ACTION MUST BE RECEIVED WITHIN 6 MONTHS FROM THE DATE OF THIS ACTION IN ORDER TO AVOID ABANDONMENT. For your convenience and to ensure proper handling of your response, a label has been enclosed. Please attach it to the upper right corner of your response. If the label is not enclosed, print or type the Trademark Law Office No., Serial No., and Mark in the upper right corner of your response.

RE: Serial Number: 75/845244

The assigned examining attorney has reviewed the referenced application and determined the following.

NO CONFLICTING MARKS

The examining attorney has searched the Office records and has found no similar registered or pending mark which would bar registration under Trademark Act Section 2(d), 15 U.S.C. Section 1052(d). TMEP section 1105.01.

RECITATION OF SERVICES

The recitation of services stated as "educational services, namely, providing Internet delivered education services for home, school & institutions; after-hours school program; private and public school partnering partnering in 50 United States" is unacceptable as indefinite. The applicant must indicate the specific modes of instructions, e.g. seminars, workshops, classes, etc. and the field of education, e.g. math, science, biology, etc. The wording "Internet" must be deleted. The applicant may use "via a global computer network" or "on-line" if accurate. The following is an example of an acceptable recitation: **International Class 41: Educational services, namely conducting on-line classes, seminars, and workshops in the field of math, reading, and history for use at home, school, and other educational institutions.**

If the applicant is offering educational services in the nature of a school, the following is an example of an acceptable recitation: **International Class 41: Educational services, namely, providing courses of instruction via a global computer network on the [indicate specific level, e.g. primary, secondary, college] level for use at home, school, and other educational institutions.**

The applicant may use the above suggestions for its "after-hours school program" as well, e.g. Educational services, namely providing courses of instruction via a global computer network for an after-school hours program on the primary level.

The applicant must fully describe the exact nature of a "private and public school partnering partnering [sic] in the 50 United States." If the services are educational in nature, then the applicant should preface the service with the wording "educational services, namely,..." It may be that the services are in the nature of promoting the awareness of an educational issue. In this case, the services would fall in class 42, e.g. promoting public awareness of the need for improving education in the primary through secondary level through a nationwide public and private school community partnership.

Please note that, while an application may be amended to clarify or limit the identification, additions to the identification are not permitted. 37 C.F.R. Section 2.71(a); TMEP section 804.09. Therefore, the applicant may not amend to include any services that are not within the scope of the services recited in the present identification.

ADDITIONAL CLASSES

If the applicant adds any additional international classes as a result of amending the application, the applicant may choose to proceed on a combined or multiple-class application. If so, the applicant must do the following:

- (1) The applicant must list the services by international class with the classes listed in ascending numerical order. TMEP section 1113.01.
- (2) The applicant must submit a filing fee for each international class of services not covered by the fee already paid. 37 C.F.R. Sections 2.6(a)(1) and 2.86(b); TMEP sections 810.01 and 1113.01. Effective January 10, 2000, the fee for filing a trademark application is \$325 for each class. This applies to classes added to pending applications as well as to new applications filed on or after that date.
- (3) The applicant must submit:
 - (a) Dates of first use and use in commerce for each new class. The dates of use must be at least as early as the filing date of this application. 37 C.F.R. Section 2.86(b); TMEP section 1113.01. If the dates differ from those already of record, the applicant must verify the amendment with an affidavit or a declaration under 37 C.F.R. Section 2.20. 37 C.F.R. Section 2.71(c). AND
 - (b) Specimen showing use of the mark in each new class. 37 C.F.R. Section 2.86(a)(3); TMEP section 1113.01. The applicant must verify that the new specimen was in use in commerce on or before the application filing date with an affidavit or a declaration under 37 C.F.R. Section 2.20. 37 C.F.R. Section

2.59(a). See below under "SPECIMENS" for declaration and statement supporting use in commerce.

OR

(c) a statement of a bona fide intention to use the mark in commerce on or in connection with all the goods or services specified in each class that includes goods or services based on a bona fide intention to use the mark in commerce under Trademark Act Section 1(b). This statement must be verified by affidavit or a declaration under 37 C.F.R. Section 2.20 signed by the applicant. 37 C.F.R. Sections 2.59(a) and 2.71(c).

In the alternative, the applicant may restrict the application to the number of classes covered by the fee already-paid.

BASIS

The applicant asserts use of the mark in commerce and asserts that it has a bona fide intent to use the mark in commerce for the *same* goods/services. An applicant may not assert both use of the mark in commerce, under Trademark Act Section 1(a), 15 U.S.C. Section 1051(a), and intent to use the mark in commerce, under Trademark Act Section 1(b), 15 U.S.C. Section 1051(b), for the same goods or services. 37 C.F.R. Section 2.34(b)(1). The applicant must delete one basis or divide the goods/services between the two bases, as appropriate.

The applicant may claim more than one basis, provided that the applicant satisfies all requirements for each basis claimed. 37 C.F.R. Section 2.34(b).

The applicant may allege different bases for different classes, and may also allege different bases as to goods or services within a class. However, if the applicant chooses to assert different bases in the same application, the applicant must clearly indicate that it is claiming more than one basis, and must separately list each basis, followed by the goods or services to which that basis applies. If some or all of the goods or services are covered by more than one basis, this must be stated. 37 C.F.R. Sections 2.34(b)(2) and 2.35(f).

SPECIMENS

The specimen does not show use of the mark for any of the services identified in the application. It is simply a depiction of the mark. The applicant must submit a specimen showing use of the mark for the services specified. 37 C.F.R. Section 2.56. Examples of acceptable specimens are signs, photographs, brochures or advertisements that show the mark used in the sale or advertising of the services. TMEP section 1301.04. The applicant must verify, with an affidavit or a declaration under 37 C.F.R. Section 2.20, that the substitute specimen was in use in commerce at least as early as the filing date of the application. 37 C.F.R. Section 2.59(a); TMEP section 905.10.

This requirement only pertains to those services for which the applicant asserts a Section 1(a) use in commerce basis.

The statement supporting use of the substitute specimen must read as follows:

The substitute specimen was in use in commerce at least as early as the filing date of the application.

The applicant must sign this statement either in affidavit form or with a declaration under 37 C.F.R. Section 2.20.

The following is a properly worded declaration under 37 C.F.R. Section 2.20. At the end of the response, the applicant should insert the declaration signed by someone authorized to sign under 37 C.F.R. Section 2.33(a).

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that the substitute specimen was in use in commerce as early as the filing date of the application; the facts set forth in this application are true; all statements made of his/her own knowledge are true; and all statements made on information and belief are believed to be true.

(Signature)

(Print or Type Name and Position)

(Date)

DRAWING

The drawing is not acceptable because it will not reproduce satisfactorily. It appears in part in the color gray. The design element in "PCS" is not clearly depicted and the applicant must also delete the "TM" as it is not part of the mark. The applicant must submit a new drawing showing the mark clearly and conforming to 37 C.F.R. Section 2.52. TMEP section 807.05.

The requirements for a special-form drawing are as follows.

- (1) The drawing must appear in *black and white*; no color is permitted.
- (2) Every line and letter must be black and clear.
- (3) The use of gray to indicate shading is unacceptable.
- (4) The lining must not be too fine or too close together.
- (5) The preferred size of the area in which the mark is displayed is 2½ inches (6.1 cm.) high and 2½ inches (6.1 cm.) wide. It should *not be larger than 4 inches* (10.3 cm.) high or 4 inches (10.3 cm.) wide.

(6) If the reduction of the mark to the required size renders any details illegible, the applicant may insert a statement in the application to describe the mark and these details.

37 C.F.R. Sections 2.51 and 2.52; TMEP section 807.05. The Office will enforce these drawing requirements strictly. TMEP section 807.

The Office prefers that the drawing be depicted on a separate sheet of smooth, nonshiny, white paper 8 to 8½ inches (20.3 to 21.6 cm.) wide and 11 inches (27.9 cm.) long, and that the sheet contain a heading listing, on separate lines, the applicant's complete name; the applicant's address; the goods or services recited in the application; and, if the application is filed under Section 1(a) of the Act, the dates of first use of the mark and of first use of the mark in commerce; or, if the application is filed under Section 44(d), the priority filing date of the foreign application.

PRIOR REGISTRATION

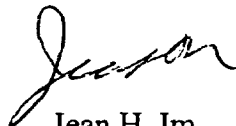
If the applicant is the owner of Registration No. 2213678, the applicant must submit a claim of ownership. 37 C.F.R. Section 2.36; TMEP section 812.

RESPONSE GUIDELINES

In all correspondence to the Patent and Trademark Office, the applicant should list the name and law office of the examining attorney, the serial number of this application, and the mailing date of this Office action. No set form is required for response to this Office action. The applicant should respond to each point raised. The applicant should simply set forth the required changes and/or submit substitute specimens and request that the Office enter them. The applicant must sign the response.

The applicant may wish to hire a trademark attorney because of the technicalities involved in the application. The Patent and Trademark Office cannot aid in the selection of an attorney.

If the applicant has any questions or needs assistance in responding to this Office action, please telephone the assigned examining attorney.



Jean H. Im
Trademark Attorney
Law Office 105
(703) 308-9105, ext. 170

Return-Path: <web2@teas.uspto.gov>
Date: Tue, 30 Nov 1999 14:08:10 -0500 (EST)
From: Trademark Electronic Application System (TEAS) service <PrintEAS@uspto.gov>
To: tmaher@pcsedu.com
Cc: teas@uspto.gov, e-receipt@teas.uspto.gov
Reply-To: teas@uspto.gov
Errors-To: teas@uspto.gov
Sender: teas@uspto.gov
Subject: Received Your Trademark Application
X-Mail-Gateway: TEAS WWW Mail Gateway

<MARK> Stylized or Design Format (GIF or JPEG image file)

Dear PCS Education Systems, Inc.:

We have received your application and assigned serial number '75/845244' to your submission, although we have not determined at this time whether you have satisfied all minimum filing requirements. A summary of your submission is listed below. If you determine that you made an error in the information you entered, DO NOT request via e-mail that we correct your filing. The application is considered officially filed as submitted, and the TEAS staff cannot make any changes. You may file a preliminary amendment (via a hard paper copy, not electronically) listing your mark and serial number, and stating your proposed correction, to the following address:

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202

The examining attorney will determine whether such a change is permissible within the normal course of his or her review of the application. Please note that not all errors may be corrected; for example, if you submitted the wrong mark or the incorrect goods and/or services, if the proposed correction would be considered a material alteration to your original filing, this will NOT be accepted. Unfortunately, your only recourse in that event is to re-file - your fee would NOT be refunded. Once you submit an application, either electronically or through the mail, we will not cancel the filing or refund your fee, unless the application fails to satisfy minimum filing requirements. The fee is a processing fee, which we do not refund even if we cannot issue a registration after our substantive review.

If upon review by the Pre-Examination staff the application meets all minimum filing requirements, in approximately 50 days we will send you, by regular U.S. mail, an official filing receipt that will confirm your application serial number. If, instead, we find that you have not met all requirements, your submission will be returned, and your filing fee will be refunded. You would then have the opportunity to cure the deficiency, and re-file the application.

Approximately 4-5 months after receipt of the official filing receipt, you will hear from the assigned examining attorney, either by telephone or regular mail. Please note, however, that your rights are based on filing date, not the examination date.

NOTE: To check status information, please use either <http://tarr.uspto.gov>, or call 703-305-8747 (M-F, 6:30 a.m. to 12 midnight, EST).

<DOCUMENT INFORMATION>
<TRADEMARK/SERVICEMARK APPLICATION>
<VERSION 1.2>
<APPLICANT INFORMATION>
<NAME>PCS Education Systems, Inc.
<STREET>1405 Main Street
<CITY>Boise
<STATE>ID
<COUNTRY>USA
<ZIP/POSTAL CODE>83702
<TELEPHONE NUMBER>208.343.3110
<FAX NUMBER>208.343.1321

ASSIGNMENT FOR SECURITY
(TRADEMARKS)

Registration Number:
Name of Trademark Holder:

WHEREAS, PCS Edventures.com, Inc., an Idaho corporation, having an office at 1655 Fairview Avenue, Suite 100, Boise, ID 83702 (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on Schedule 2- A attached hereto, which trademarks are registered in the United States Patent and Trademark Office and all other trademarks now owned or hereafter acquired by Assignor (the "Trademarks");

WHEREAS, Assignor is obligated to Capital Protection, Inc. (herein referred to as "Assignee"), and has entered into an Assignment, Security Agreement and Mortgage (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all present and future right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 405 East Lexington, Suite 201, El Cajon, CA 92020

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of this 6th day of April, 2001

ASSIGNOR:

PCS EDVENTURES.COM, INC.

By: Anthony A. Maher

Name: Anthony A. Maher
Title: President

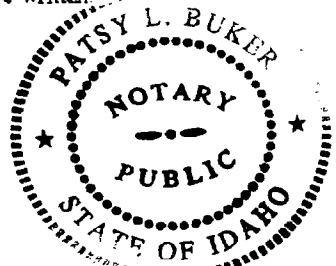
By: Donald J. Farley

Name: Donald J. Farley
Title: Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of April, 2001, before me, the undersigned Notary Public in and for said State, personally appeared Anthony A. Maher and Donald J. Farley, known or identified to me to be the President and Secretary, respectively, of PCS Edventures.com, Inc., the corporation that executed the within instrument, or the persons who executed the instrument in behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Patsy L. Buker
NOTARY PUBLIC, State of Idaho
Residing at Boise, ID
My Commission Expires 5/6/04

Int. Cls.: 35 and 41

Prior U.S. Cls.: 100, 101, 102 and 107

United States Patent and Trademark Office

Reg. No. 2,213,678

Registered Dec. 29, 1998

**SERVICE MARK
PRINCIPAL REGISTER**



PCS EDUCATION SYSTEMS, INC. (IDAHO CORPORATION)
1444 W. BANNOCK
BOISE, ID 83702

FOR: COMPUTERIZED ON-LINE RETAIL SERVICES FEATURING ON-LINE EDUCATIONAL MERCHANDISE INCLUDING BUT NOT LIMITED TO CD-ROM'S, SOFTWARE, BOOKS AND RELATED EDUCATIONAL PRODUCTS, DELIVERED VIA GLOBAL COMPUTER NETWORK, IN CLASS 35 (U.S. CLS. 100, 101 AND 102).

FIRST USE 0-0-1992; IN COMMERCE 0-0-1992.

FOR: EDUCATIONAL SERVICES, NAMELY, PROVIDING CURRICULUM BASED COURSES OF INSTRUCTION AT THE KINDERGARTEN THROUGH HIGH SCHOOL LEVELS VIA GLOBAL COMPUTER NETWORK; CONDUCT-

ING CLASSES, LESSONS AND PROJECTS ABOUT THE GLOBAL COMPUTER NETWORK; VIA THE GLOBAL COMPUTER NETWORK; PROVIDING CLASSES AND SEMINARS FOR PRE-SCHOOL TEACHERS CONCERNING DEVELOPMENTAL COURSES OF INSTRUCTION AT THE PRESCHOOL LEVEL; AND PROVIDING CLASSES FOR CURRICULUM BASED INSTRUCTION FOR AFTER-HOURS SCHOOL LEARNING PROGRAMS AT THE KINDERGARTEN THROUGH HIGH SCHOOL LEVELS, IN CLASS 41 (U.S. CLS. 100, 101 AND 107).

FIRST USE 0-0-1992; IN COMMERCE 0-0-1992.

SER. NO. 75-174,745, FILED 9-16-1996.

KATHLEEN M. VANSTON, EXAMINING ATTORNEY

Receipt on the DATE OF FILING of the application for registration and filing fees is acknowledged for the mark identified below. The DATE OF FILING is contingent upon the collection of any payment made by check or draft. Your application will be considered in the order in which it was received and you will be notified as to the examination thereof. Action on the merits should be expected from the Patent and Trademark Office in approximately 06 months from the filing date. When inquiring about this application, include the SERIAL NUMBER, DATE OF FILING, OWNER NAME, and MARK.

PCS Education Systems, Inc.
1405 Main Street
Boise ID 83702

ATTORNEY
REFERENCE NUMBER

PLEASE REVIEW THE ACCURACY OF THE FILING RECEIPT DATA.

A request for correction to the filing receipt should be submitted within 30 days to the following address: ASSISTANT COMMISSIONER FOR TRADEMARKS, 2900 CRYSTAL DRIVE, ARLINGTON, VIRGINIA 22202-3513. The correspondence should be marked to the attention of the reexamination File Receipt Section. Or fax a request to 703-308-9096. The Patent and Trademark Office will review the request and make corrections when appropriate.

SERIAL NUMBER: 75/845244
FILING DATE: Nov 30, 1999
REGISTER: Principal
LAW OFFICE: 105
MARK: PCS EDVENTURES!.COM
MARK TYPE(S): Service Mark
DRAWING TYPE: Words, letters, or numbers and design
FILING BASIS: Sect. 1(a) (Use in Commerce); Sect. 1(b) (Intent to Use);

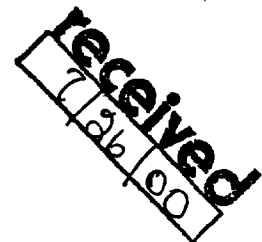
OWNER: PCS Education Systems, Inc. (IDAHO, Corporation)
1405 Main Street
Boise, IDAHO 83702

FOR: Educational services, namely, providing Internet delivered educational services for homes, schools and institutions; after-hours school program; private and public school partnering in 50 United States

INT. CLASS: 041

FIRST USE: Jun 1, 1996 USE IN COMMERCE: Jan 1, 1997

ALL OF THE GOODS/SERVICES IN EACH CLASS ARE LISTED





July 27, 2000
JULY 27, 2000

Jean H. Im
Trademark Law Office 105
Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Re; # 75/845244

Dear Ms. Im;

Amended Recitation of Services

For: Educational services, namely, providing curriculum based courses of instruction at the kindergarten through high school levels via global computer network; conducting classes, lessons and projects about the global computer network via the global computer network; providing classes and seminars for pre-school teachers concerning developmental courses of instruction at the pre-school level; and providing classes for curriculum based instruction for after-hours school learning programs at the kindergarten through high school levels, in Class 41 (U.S. CLS. 100, 101 and 107)

First use: Jun 1, 1996 Use in commerce: Jun 1, 1996

Amended Filing Basis

Sect 1 (a) Use in Commerce. Sect 1 (b) No. Section 44 No.

Specimens

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 19 U.S.C. 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that the substitute specimen was in use in commerce as early as the filing date of the application; the facts set forth in this application are true; all statements made of his own knowledge are true; and all statements made on information and belief are believed to be true.

Signature

CHAIRMAN, PRESIDENT & CEO

Name and Position

JULY 27, 2000

Date

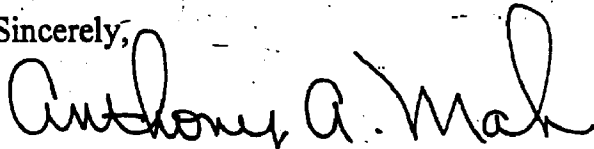
Amended Drawing

See enclosed Drawing.

Prior Registration

I, the undersigned Anthony A. Maher, Chairman, President & CEO, per 37 C.F.R. Section 2.36; TMEP section 812, does hereby certify that PCS as the applicant does own and makes claim of ownership to Registration # 2213678, a copy of which is enclosed.

Sincerely,

A handwritten signature in black ink that reads "Anthony A. Maher". The signature is written in a cursive, flowing style.

Anthony A. Maher
Chairman, President & CEO

Enclosures



Mark

PCS

Goods and Services

IC 041. US 100 101 107. G & S: educational services, namely, providing curriculum based courses of instruction at the kindergarten through high school levels via global computer network; conducting classes, lessons and projects about the global computer network via the global computer network; providing classes and seminars for pre-school teachers concerning developmental courses of instruction at the preschool level; and providing classes for curriculum based instruction for after-hours school learning programs at the kindergarten through high school levels. FIRST USE: 19920000. FIRST USE IN COMMERCE: 19920000

IC 035. US 100 101 102. G & S: computerized on-line retail services featuring on-line educational merchandise including but not limited to CD-ROM's, software, books and related educational products, delivered via global computer network. FIRST USE: 19920000. FIRST USE IN COMMERCE: 19920000

Mark Drawing Code

(3) DESIGN PLUS WORDS, LETTERS, AND/OR NUMBERS

Design Code

031509

Serial Number

75174745

Filing Date

September 16, 1996

Publication for Opposition Date

October 6, 1998

Registration Number

2213678

Registration Date

December 29, 1998

*** Search: 1 *** Document Number: 1 ***

TRADEMARK

REEL: 002344 FRAME: 0555

UNITED STATES PATENT AND TRADEMARK OFFICE

<p>SERIAL NO. 75/845244 PCS Education Systems, Inc.</p> <hr/> <p>APPLICANT PCS Education Systems, Inc.</p> <hr/> <p>MARK PCS EDVENTURES!.COM AND DESIGN</p> <hr/> <p>ADDRESS PCS Education Systems, Inc. 1405 Main Street Boise ID 83702</p>	<p>PAPER NO.</p> <hr/> <p>ADDRESS: Commissioner for Trademarks 2900 Crystal Drive Arlington, VA 22202-3513 www.uspto.gov</p> <p><small>If no fees are enclosed, the address should include the words "Box Responses - No Fee."</small></p> <hr/> <p>Please provide in all correspondence:</p> <ol style="list-style-type: none"> 1. Filing Date, serial number, mark and Applicant's name. 2. Mailing date of this Office action. 3. Examining Attorney's name and Law Office number. 4. Your telephone number and ZIP code.
<p>FORM PTO-1525 (5-90)</p>	<p>U.S. DEPT. OF COMM. PAT. & TM OFFICE</p>
<p>ACTION NO. 01</p> <hr/> <p>MAILING DATE 05/22/00</p> <hr/> <p>REF. NO.</p>	

A PROPER RESPONSE TO THIS OFFICE ACTION MUST BE RECEIVED WITHIN 6 MONTHS FROM THE DATE OF THIS ACTION IN ORDER TO AVOID ABANDONMENT.
For your convenience and to ensure proper handling of your response, a label has been enclosed. Please attach it to the upper right corner of your response. If the label is not enclosed, print or type the Trademark Law Office No., Serial No., and Mark in the upper right corner of your response.

RE: Serial Number: 75/845244

The assigned examining attorney has reviewed the referenced application and determined the following.

NO CONFLICTING MARKS

The examining attorney has searched the Office records and has found no similar registered or pending mark which would bar registration under Trademark Act Section 2(d), 15 U.S.C. Section 1052(d). TMEP section 1105.01.

RECITATION OF SERVICES

The recitation of services stated as "educational services, namely, providing Internet delivered education services for home, school & institutions; after-hours school program; private and public school partnering partnering in 50 United States" is unacceptable as indefinite. The applicant must indicate the specific modes of instructions, e.g. seminars, workshops, classes, etc. and the field of education, e.g. math, science, biology, etc. The wording "Internet" must be deleted. The applicant may use "via a global computer network" or "on-line" if accurate. The following is an example of an acceptable recitation: **International Class 41: Educational services, namely conducting on-line classes, seminars, and workshops in the field of math, reading, and history for use at home, school, and other educational institutions.**

If the applicant is offering educational services in the nature of a school, the following is an example of an acceptable recitation: **International Class 41: Educational services, namely, providing courses of instruction via a global computer network on the [indicate specific level, e.g. primary, secondary, college] level for use at home, school, and other educational institutions.**

The applicant may use the above suggestions for its "after-hours school program" as well, e.g. Educational services, namely providing courses of instruction via a global computer network for an after-school hours program on the primary level.

The applicant must fully describe the exact nature of a "private and public school partnering partnering [sic] in the 50 United States." If the services are educational in nature, then the applicant should preface the service with the wording "educational services, namely,..." It may be that the services are in the nature of promoting the awareness of an educational issue. In this case, the services would fall in class 42, e.g. promoting public awareness of the need for improving education in the primary through secondary level through a nationwide public and private school community partnership.

Please note that, while an application may be amended to clarify or limit the identification, additions to the identification are not permitted. 37 C.F.R. Section 2.71(a); TMEP section 804.09. Therefore, the applicant may not amend to include any services that are not within the scope of the services recited in the present identification.

ADDITIONAL CLASSES

If the applicant adds any additional international classes as a result of amending the application, the applicant may choose to proceed on a combined or multiple-class application. If so, the applicant must do the following:

- (1) The applicant must list the services by international class with the classes listed in ascending numerical order. TMEP section 1113.01.
- (2) The applicant must submit a filing fee for each international class of services not covered by the fee already paid. 37 C.F.R. Sections 2.6(a)(1) and 2.86(b); TMEP sections 810.01 and 1113.01. Effective January 10, 2000, the fee for filing a trademark application is \$325 for each class. This applies to classes added to pending applications as well as to new applications filed on or after that date.
- (3) The applicant must submit:
 - (a) Dates of first use and use in commerce for each new class. The dates of use must be at least as early as the filing date of this application. 37 C.F.R. Section 2.86(b); TMEP section 1113.01. If the dates differ from those already of record, the applicant must verify the amendment with an affidavit or a declaration under 37 C.F.R. Section 2.20. 37 C.F.R. Section 2.71(c). AND
 - (b) Specimen showing use of the mark in each new class. 37 C.F.R. Section 2.86(a)(3); TMEP section 1113.01. The applicant must verify that the new specimen was in use in commerce on or before the application filing date with an affidavit or a declaration under 37 C.F.R. Section 2.20. 37 C.F.R. Section

2.59(a). See below under "SPECIMENS" for declaration and statement supporting use in commerce.

OR

(c) a statement of a bona fide intention to use the mark in commerce on or in connection with all the goods or services specified in each class that includes goods or services based on a bona fide intention to use the mark in commerce under Trademark Act Section 1(b). This statement must be verified by affidavit or a declaration under 37 C.F.R. Section 2.20 signed by the applicant. 37 C.F.R. Sections 2.59(a) and 2.71(c).

In the alternative, the applicant may restrict the application to the number of classes covered by the fee already-paid.

BASIS

The applicant asserts use of the mark in commerce and asserts that it has a bona fide intent to use the mark in commerce for the *same* goods/services. An applicant may not assert both use of the mark in commerce, under Trademark Act Section 1(a), 15 U.S.C. Section 1051(a), and intent to use the mark in commerce, under Trademark Act Section 1(b), 15 U.S.C. Section 1051(b), for the same goods or services. 37 C.F.R. Section 2.34(b)(1). The applicant must delete one basis or divide the goods/services between the two bases, as appropriate.

The applicant may claim more than one basis, provided that the applicant satisfies all requirements for each basis claimed. 37 C.F.R. Section 2.34(b).

The applicant may allege different bases for different classes, and may also allege different bases as to goods or services within a class. However, if the applicant chooses to assert different bases in the same application, the applicant must clearly indicate that it is claiming more than one basis, and must separately list each basis, followed by the goods or services to which that basis applies. If some or all of the goods or services are covered by more than one basis, this must be stated. 37 C.F.R. Sections 2.34(b)(2) and 2.35(f).

SPECIMENS

The specimen does not show use of the mark for any of the services identified in the application. It is simply a depiction of the mark. The applicant must submit a specimen showing use of the mark for the services specified. 37 C.F.R. Section 2.56. Examples of acceptable specimens are signs, photographs, brochures or advertisements that show the mark used in the sale or advertising of the services. TMEP section 1301.04. The applicant must verify, with an affidavit or a declaration under 37 C.F.R. Section 2.20, that the substitute specimen was in use in commerce at least as early as the filing date of the application. 37 C.F.R. Section 2.59(a); TMEP section 905.10.

This requirement only pertains to those services for which the applicant asserts a Section 1(a) use in commerce basis.

The statement supporting use of the substitute specimen must read as follows:

The substitute specimen was in use in commerce at least as early as the filing date of the application.

The applicant must sign this statement either in affidavit form or with a declaration under 37 C.F.R. Section 2.20.

The following is a properly worded declaration under 37 C.F.R. Section 2.20. At the end of the response, the applicant should insert the declaration signed by someone authorized to sign under 37 C.F.R. Section 2.33(a).

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that the substitute specimen was in use in commerce as early as the filing date of the application; the facts set forth in this application are true; all statements made of his/her own knowledge are true; and all statements made on information and belief are believed to be true.

(Signature)

(Print or Type Name and Position)

(Date)

DRAWING

The drawing is not acceptable because it will not reproduce satisfactorily. It appears in part in the color gray. The design element in "PCS" is not clearly depicted and the applicant must also delete the "TM" as it is not part of the mark. The applicant must submit a new drawing showing the mark clearly and conforming to 37 C.F.R. Section 2.52. TMEP section 807.05.

The requirements for a special-form drawing are as follows.

- (1) The drawing must appear in *black and white*; no color is permitted.
- (2) Every line and letter must be black and clear.
- (3) The use of gray to indicate shading is unacceptable.
- (4) The lining must not be too fine or too close together.
- (5) The preferred size of the area in which the mark is displayed is 2½ inches (6.1 cm.) high and 2½ inches (6.1 cm.) wide. It should *not be larger than 4 inches* (10.3 cm.) high or 4 inches (10.3 cm.) wide.

(6) If the reduction of the mark to the required size renders any details illegible, the applicant may insert a statement in the application to describe the mark and these details.

37 C.F.R. Sections 2.51 and 2.52; TMEP section 807.05. The Office will enforce these drawing requirements strictly. TMEP section 807.

The Office prefers that the drawing be depicted on a separate sheet of smooth, nonshiny, white paper 8 to 8½ inches (20.3 to 21.6 cm.) wide and 11 inches (27.9 cm.) long, and that the sheet contain a heading listing, on separate lines, the applicant's complete name; the applicant's address; the goods or services recited in the application; and, if the application is filed under Section 1(a) of the Act, the dates of first use of the mark and of first use of the mark in commerce; or, if the application is filed under Section 44(d), the priority filing date of the foreign application.

PRIOR REGISTRATION

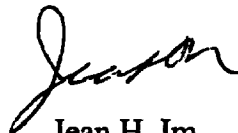
If the applicant is the owner of Registration No. 2213678, the applicant must submit a claim of ownership. 37 C.F.R. Section 2.36; TMEP section 812.

RESPONSE GUIDELINES

In all correspondence to the Patent and Trademark Office, the applicant should list the name and law office of the examining attorney, the serial number of this application, and the mailing date of this Office action. No set form is required for response to this Office action. The applicant should respond to each point raised. The applicant should simply set forth the required changes and/or submit substitute specimens and request that the Office enter them. The applicant must sign the response.

The applicant may wish to hire a trademark attorney because of the technicalities involved in the application. The Patent and Trademark Office cannot aid in the selection of an attorney.

If the applicant has any questions or needs assistance in responding to this Office action, please telephone the assigned examining attorney.



Jean H. Im
Trademark Attorney
Law Office 105
(703) 308-9105, ext. 170

Return-Path: <web2@teas.uspto.gov>
Date: Tue, 30 Nov 1999 14:08:10 -0500 (EST)
From: Trademark Electronic Application System (TEAS) service <PrintTEAS@uspto.gov>
To: tmaher@pcsedu.com
Cc: teas@uspto.gov, e-receipt@teas.uspto.gov
Reply-To: teas@uspto.gov
Errors-To: teas@uspto.gov
Sender: teas@uspto.gov
Subject: Received Your Trademark Application
X-Mail-Gateway: TEAS WWW Mail Gateway

<MARK> Stylized or Design Format (GIF or JPEG image file)

Dear PCS Education Systems, Inc.:

We have received your application and assigned serial number '75/845244' to your submission, although we have not determined at this time whether you have satisfied all minimum filing requirements. A summary of your submission is listed below. If you determine that you made an error in the information you entered, DO NOT request via e-mail that we correct your filing. The application is considered officially filed as submitted, and the TEAS staff cannot make any changes. You may file a preliminary amendment (via a hard paper copy, not electronically) listing your mark and serial number, and stating your proposed correction, to the following address:

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202

The examining attorney will determine whether such a change is permissible within the normal course of his or her review of the application. Please note that not all errors may be corrected; for example, if you submitted the wrong mark or the incorrect goods and/or services, if the proposed correction would be considered a material alteration to your original filing, this will NOT be accepted. Unfortunately, your only recourse in that event is to re-file - your fee would NOT be refunded. Once you submit an application, either electronically or through the mail, we will not cancel the filing or refund your fee, unless the application fails to satisfy minimum filing requirements. The fee is a processing fee, which we do not refund even if we cannot issue a registration after our substantive review.

If upon review by the Pre-Examination staff the application meets all minimum filing requirements, in approximately 50 days we will send you, by regular U.S. mail, an official filing receipt that will confirm your application serial number. If, instead, we find that you have not met all requirements, your submission will be returned, and your filing fee will be refunded. You would then have the opportunity to cure the deficiency, and re-file the application.

Approximately 4-5 months after receipt of the official filing receipt, you will hear from the assigned examining attorney, either by telephone or regular mail. Please note, however, that your rights are based on filing date, not the examination date.

NOTE: To check status information, please use either <http://tarr.uspto.gov>, or call 703-305-8747 (M-F, 6:30 a.m. to 12 midnight, EST).

<DOCUMENT INFORMATION>
<TRADEMARK/SERVICEMARK APPLICATION>
<VERSION 1.2>
<APPLICANT INFORMATION>
<NAME>PCS Education Systems, Inc.
<STREET>1405 Main Street
<CITY>Boise
<STATE>ID
<COUNTRY>USA
<ZIP/POSTAL CODE>83702
<TELEPHONE NUMBER>208.343.3110
<FAX NUMBER>208.343.1321