

12-14-2001



documents or copy thereof.

12-11-01

To the Honorable Commissioner of Patents and Trademarks

101915816

1. Name and Address of Conveying Party(ies):
NestFamily.com, Inc.
6100 Colwell Boulevard
Irving, Texas 75039

2. Name and Address of Receiving Party(ies):
TopNest, L.L.C.
6100 Colwell Boulevard
Irving, Texas 75039

12-11-2001

U.S. Patent & TMOfo/TM Mail Rpt Dt. #26

<input type="checkbox"/>	Individual(s)
<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership
<input type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Corporation -- State: <u>Delaware</u>
<input type="checkbox"/>	Other: _____
Additional Name(s) of Conveying Party(ies) Attached	

<input type="checkbox"/>	Individual(s)
<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Corporation -- State: _____
<input checked="" type="checkbox"/>	Other: <u>Texas Limited Liability Company</u>
Additional Name(s) of Receiving Party(ies) Attached	

3. Nature of Conveyance:

<input checked="" type="checkbox"/>	Assignment
<input type="checkbox"/>	Security Agreement
<input type="checkbox"/>	Merger
<input type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other: _____

4. Application Number(s) or Registration Number(s):
See attached Schedule "A"

2341954

Execution Date: 11/21/01

5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:

Kay Lyn Schwartz
Gardere & Wynne, L.L.P.
1601 Elm Street, Suite 3000
Dallas, Texas 75201

214-999-4702 - Telephone
214-999-4667 - Facsimile

6. Total Number of Applications and Registrations Involved: 13

7. Total Fee (37 CFR 3.41): \$ 265.00

<input type="checkbox"/>	Previously submitted
<input type="checkbox"/>	Authorized to be Charged to Deposit Account
<input checked="" type="checkbox"/>	Charge Any Deficiencies to Deposit Account

8. Deposit Account Number: 07-0153

12/13/2001 LNUELLER 00000104 2341454

01 FD-481 40.00 OP
02 FD-482 225.00 OP

9. Statement and Signature:
To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document.

Kay Lyn Schwartz, Reg. No. 39,020

_____ Date

Certificate of Mailing
I hereby certify that this Recordation Form Cover Sheet, together with the attached Assignment, is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to the Commissioner for Patents and Trademarks, Washington, DC 20231 on:

12-6-01 Date

Angela Wilson

Mail To: Commissioner of Patents and Trademarks, Box ASSIGNMENTS, Washington, D.C. 20231 Total # of Pages Including This Cover Sheet: 5

Schedule A

Mark	Country	Reg. No./Serial No.
It All Begins With Books	U.S.	2341454
Nest Entertainment	U.S.	1918806
Nest Entertainment	U.S.	1918767
Nest Entertainment	U.S.	2263003
Nest Entertainment and design	U.S.	1946045
Nest Entertainment and design	U.S.	2024260
Nest Literary Classics and design	U.S.	2410234
Nest logo	U.S.	2001958
NestFamily.com	U.S.	76/037958
The Animated Stories From The Bible	U.S.	2460692



TRADEMARK ASSIGNMENT

12-11-2001

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

This Assignment is effective as of November 21, 2001, between **NESTFAMILY.COM, INC.**, a corporation of the State of Delaware and doing business at 6100 Colwell Blvd., Irving, Texas 75039 (hereinafter "**ASSIGNOR**") and **TOPNEST, L.L.C.**, a Texas limited liability company doing business at 6100 Colwell Blvd., Irving, Texas 75039 (hereinafter "**ASSIGNEE**").

WHEREAS, ASSIGNOR is the owner of the trademarks identified in the attached Schedule A, which are registered and/or pending in the United States;

WHEREAS, ASSIGNOR is the owner of the trademarks identified in the attached Schedule B, which are registered and/or pending abroad;

WHEREAS, ASSIGNOR is desirous of transferring and assigning to **ASSIGNEE** all of **ASSIGNOR**'s rights, title and interest in and to the trademarks and registrations identified in the attached Schedules A and B; and

WHEREAS, ASSIGNEE, is desirous of acquiring all **ASSIGNOR**'s rights, title and interest in and to said trademarks and registrations identified in the attached Schedule A;

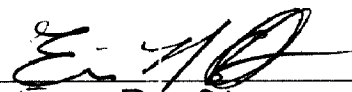
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, **ASSIGNOR** agrees as follows:

1. **ASSIGNOR** does hereby sell, assign and transfer to said **ASSIGNEE** all right, title and interest in and to the trademarks and registrations identified in the attached Schedules A and B, together with the goodwill of the business symbolized by the trademarks and registrations identified in the attached Schedule A, and in and to all income, royalties, damages, claims and payments now or hereafter due or payable with respect hereto, and in and to all causes of action, either in law or in equity for past, present or future infringement of said trademarks and registrations identified in the attached Schedules A and B, and in and to all rights corresponding to the foregoing throughout the world.
2. **ASSIGNOR** shall execute any and all documents reasonably requested by **ASSIGNEE** to effect transfer and recording of the trademarks and registrations to **ASSIGNEE**.

IN WITNESS WHEREOF, ASSIGNOR has caused this Trademark Assignment to be executed by its duly authorized representative as of the date below stated.

This Assignment executed at _____, _____ this ____ day of _____, 2001.

NESTFAMILY.COM, INC.

By: 
Name: Eric D. Olsen
Title: Assistant Secretary

Schedule A

Mark	Country	Reg. No./Serial No.
It All Begins With Books	U.S.	2341454
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Nest Entertainment	U.S.	1918767
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