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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

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U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

-Y Resubm

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Heidi Murkoff, Howard Eisenberg as Executor on behalf of the Estate of Arlene Eisenberg and Sandee E. Hathway

- Individual(s) [checked] Association []
General Partnership [] Limited Partnership []
Corporation-State []
Other []

2-28-02

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

3. Nature of conveyance:

- Assignment [checked] Merger []
Security Agreement [] Change of Name []
Other []

Execution Date: 8/27/01
Effective Date: 5/23/01

2. Name and address of receiving party(ies)

Name: What to Expect LLC

Internal Address:

Street Address: 1284 Mesa Road

City: Montecito State: CA Zip: 93108

- Individual(s) citizenship []
Association []
General Partnership []
Limited Partnership []
Corporation-State []

[checked] Other Delaware Limited Liability Company

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2, 260, 967

Additional number(s) attached [] Yes [checked] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kelly Wick, Esq.

Internal Address: Loeb & Loeb LLP

Street Address: 345 Park Avenue
18th Floor

City: New York State: NY Zip: 10154

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed (previously sent) []
Authorized to be charged to deposit account []

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.

Kelly Wick

Name of Person Signing

Signature

Date

6

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

12-19-2001



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Heidi Murkoff, Arlene Eisenberg and Sandee E. Hathaway

2. Name and address of receiving party(ies): Name: What to Expect LLC Internal Address: Street Address: 1284 Mesa Road City: Montecito State: CA Zip: 93108

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 8/27/01 Effective Date: 5/23/01

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,260,967 NOV 30

Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Kelly Wick, Esq. Internal Address: Loeb & Loeb LLP Street Address: 345 Park Avenue 18th Floor City: New York State: NY Zip: 10154

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 [X] Enclosed [] Authorized to be charged to deposit account 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. Kelly Wick Name of Person Signing Signature Date 11/29/01

Total number of pages including cover sheet, attachments, and document: 6

12/19/2001 LNUJELLER 00000018 2260967 01 FC:481 40.00 DP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 2468 FRAME: 0387

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS, is made effective as of the 23rd day of May, 2001, between and among Heidi Murkoff, the Estate of Arlene Eisenberg, and Sandee E. Hathaway, (hereinafter collectively referred to as "Assignors"), on the one hand, and What to Expect LLC, a Delaware Limited Liability Company, (hereinafter "Assignee"), on the other hand.

WHEREAS, Assignors are the owners, individually or jointly, of all right, title, and interest in and to the trademarks "What to Expect" and "What to Expect Kids"(hereinafter the "Marks"), including, without limitation, the registrations and applications therefore identified on Schedule A attached hereto and all uses of the marks in connection with the books set forth in Schedule B attached hereto; and

WHEREAS, pursuant to the Limited Liability Company Agreement of What to Expect LLC dated as of May 23, 2001 the undersigned parties desire and intend that any and all rights of Assignors in and to the Marks be assigned to, and inure to the benefit of, Assignee.

NOW, THEREFORE, in consideration and furtherance of the mutual promises and covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. **ASSIGNMENT**: Assignors, jointly and severally, hereby convey, transfer, assign and deliver to Assignee, free and clear of all liens, claims and encumbrances, all of their right, title and interest in and to the Marks and the goodwill of the business symbolized thereby, together with the entire portion of the business to which the Marks pertain, and all related certificates of or applications for registration as well as any and all causes of action for past infringement of the Marks.

2. **ASSIGNMENT BINDING**: This Assignment of Trademarks shall be binding upon and shall inure to the benefit of the legal representatives, successors, estates and assigns of each party hereto.

3. **COUNTERPARTS**: This Assignment may be executed in any number of counterparts, each of which shall be an original but all of which together shall constitute one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have executed this Assignment of Trademarks as of the day and year first written above.

ASSIGNORS:

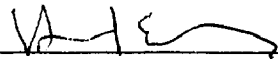

HEIDI MURKOFF

Date: 8/27/01


SANDEE E. HATHAWAY

Date: 8/28/01

ESTATE OF ARLENE EISENBERG

By: 

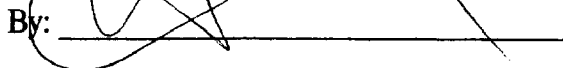
Name: Howard Eisenberg

Title: Executor

Date: 8/27/01

ASSIGNEE:

WHAT TO EXPECT LLC

By: 

Name: HEIDI MURKOFF

Title: MANAGER

Date: 8/27/01

SCHEDULE A

<u>Mark</u>	<u>U.S. Reg. No.</u>	<u>Goods/Services</u>
WHAT TO EXPECT	2,260,967	Series of non-fiction books dealing with parenting, children, infants and child development.
WHAT TO EXPECT KIDS	2,419,604	Series of non-fiction books dealing with parenting, children, infants and child development.

SCHEDULE B

Books

What to Expect When You're Expecting

What to Expect the First Year

What to Expect the Toddler Years

The What to Expect When You're Expecting Pregnancy Organizer

What to Eat When You're Expecting

Qué Se Puede Esperar Cuando Se Está Esperando

What to Expect When Your Mommy's Having a Baby

What to Expect When the New Baby Comes Home

What to Expect When You Use the Potty

What to Expect When the Baby-Sitter Comes

What to Expect at Bedtime

What to Expect When You Go to the Doctor

What to Expect at Preschool

What to Expect at the Dentists Office

What to Expect at a Play Date

What to Expect at Kindergarten