

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
MYFAMILY.COM, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of Delaware
 Other -

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

2. Name and address of receiving party(ies):
GENEALOGY.COM, LLC
c/o A&E Television Networks
235 East 45th Street
New York, New York 10017

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - _____
 Other - Delaware Limited Liability Company

Domestic representative is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other - Security Interest

Execution Date: April 4, 2003

4. (A.) Trademark Application No.(s)

Additional numbers attached? Yes No

4. (B.) Trademark Registration No.(s)
See attached Item A

5. Correspondence should be mailed to:
MARIE ANNE MASTROVITO
ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017

6. Total number of applications and registrations involved:..... **13**

7. Total fee (37 CFT 3.41): \$ 340.00
 Enclosed
(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)
 Authorized to be charged to deposit account
Deposit account number: 01-0035
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.

MARIE ANNE MASTROVITO *Marie Anne Mastrovito* 6/10/03
Name of Person Signing Signature Date

Total number of pages comprising cover sheet, attachments and documents: **20**

Item A

Registered Trademarks

Trademark	Country	Registration Date	Registration Number
ALL IN ONE TREE	United States	September 4, 2001	2,485,781
FAMILY ARCHIVES	United States	February 18, 2003	2,689,493
FAMILY FINDER	United States	March 23, 1999	2,233,323
FAMILY GATHERING	United States	November 18, 1997	2,114,672
FAMILY ORIGINS	United States	March 10, 1998	2,142,732
FAMILY TREE DETECTIVE	United States	June 26, 2001	2,464,498
FAMILY TREE MAKER	United States	September 23, 1997	2,098,764
GENEALOGY.COM	United States	December 18, 2001	2,521,336
GENERATIONS	United States	January 14, 1997	2,031,010
INTERNETREE	United States	September 24, 2002	2,626,762
ULTIMATE FAMILY TREE	United States	September 12, 2000	2,386,644
WORLD FAMILY TREE	United States	December 5, 2000	2,411,525
FAMILY TREE CREATOR	United States	June 6, 2000	2,356,336

Pending Trademark Applications

None.

Item B - Trademark Licenses

None.

ATTACHMENT 1

AGREEMENT
(Trademark)

THIS AGREEMENT (TRADEMARK) (this "Agreement"), dated as of April 4, 2003, is made by MyFamily.com, Inc., a Delaware corporation (the "Debtor"), in favor of Genealogy.com, LLC, a Delaware limited liability (the "Secured Party").

RECITALS

Pursuant to the terms of that certain Security Agreement, dated as of the date hereof (as amended, extended and replaced from time to time, the "Security Agreement"), made by the Debtor in favor of the Secured Party, the Debtor granted the Secured Party a security interest in certain of Debtor's trademarks, copyrights and other intellectual property and agreed to execute and deliver certain supplemental documents, including, without limitation, this Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Debtor agrees, for the benefit of the Secured Party, as follows:

1. Definitions

Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided in the Security Agreement.

2. Grant of Security Interest

As collateral security for the prompt and complete payment and performance of the Secured Obligations, the Debtor hereby assigns and pledges to the Secured Party and hereby grants to the Secured Party a security interest in, all of the Debtor's right, title and interest in and to the following, whether now or hereafter existing or acquired (the "Trademark Collateral"):

- (a) all United States and Canadian registered trademarks and service marks of the Debtor, all registrations and recordings thereof, and all applications in connection therewith (collectively, the "Trademarks"), each as listed in Item A of Attachment 1 hereto;
- (b) all licenses of Trademarks to or by Debtor referred to in Item B of Attachment 1 hereto;
- (c) all reissues, extensions or, renewals of any of the items described in clauses (a) and (b);
- (d) all of the goodwill of the business connected with the use of, and symbolized by the items described in, clauses (a) and (b); and

- (e) all proceeds of, and rights associated with, the foregoing, including any claim by the Debtor against third parties for past, present, or future infringement or dilution of any Trademark, Trademark registration, or Trademark license, including any Trademark, Trademark registration, or Trademark license referred to in Item A and Item B of Attachment 1 hereto, or for any injury to the goodwill associated with the use of any such Trademark or for breach or enforcement of any Trademark license, but excluding Proceeds and Online Receivables relating to the Online Products.

3. Security Agreement

This Agreement has been executed and delivered by the Debtor for the purpose of registering the security interest of the Secured Party in the Trademark Collateral with the United States Patent and Trademark Office and Canadian Patent and Trademark Office. The security interest granted hereby has been granted as a supplement to, and not in limitation of, the security interest granted to the Secured Party under the Security Agreement. The Security Agreement (and all rights and remedies of the Secured Party thereunder) shall remain in full force and effect in accordance with its terms.

4. Release of Security Interest

Upon the indefeasible payment in full of the Secured Obligations then due and payable, the security interest granted herein shall automatically terminate, and all rights to the Trademark Collateral shall revert to the Debtor. Upon any such termination, the Secured Party shall, at the Debtor's expense, execute and deliver to the Debtor all instruments and other documents as Debtor shall reasonably request to release the Lien upon the Trademark Collateral which has been granted hereunder to evidence such termination.

5. Acknowledgment

The Debtor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

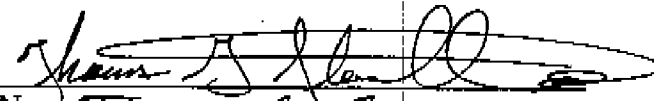
6. Counterparts

This Agreement may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original, and all of which shall constitute together but one and the same agreement.

[Signature page follows.]

IN WITNESS WHEREOF, the Debtor has caused this Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the day and year first above written.

MYFAMILY.COM, INC.

By: 
Name: THOMAS G. STOCKHAM
Title: PRESIDENT + CEO

Accepted and Acknowledged By:

GENEALOGY.COM, LLC

By: A&E Television Networks, its sole Manager

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Debtor has caused this Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the day and year first above written.


MYFAMILY.COM, INC.

By: _____
Name:
Title:

Accepted and Acknowledged By:

GENEALOGY.COM, LLC

By: A&E Television Networks, its sole Manager

By: 
Name: EJ Greiner
Title: EVP

UNITED STATES

**REVOCAATION
AND
NEW POWER OF ATTORNEY**

Mark: **ALL IN ONE TREE**
Registration: 2,485,781
Serial No.:
Class(es): 9
Owner: MyFamily.com, Inc.

POWER OF ATTORNEY

Applicant hereby revokes all previous Powers of Attorney and hereby appoints jointly and severally, with full power of substitution, the power of appointment of an associate attorney and the power of revocation

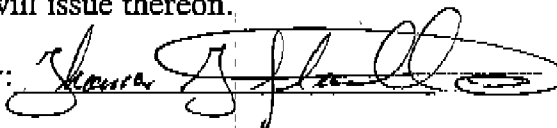
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Marie-Anne Mastrovito

members of the Bar of the State of New York, whose address is

ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017 U.S.A.

to transact business in the Patent and Trademark Office in connection with our trademarks, applications therefor, and registrations which have or will issue thereon.

By: 

Date: MAY 1, 2003

UNITED STATES

REVOCATION

AND

NEW POWER OF ATTORNEY

Mark: **FAMILY ARCHIVES**
 Registration: 2,689,493
 Serial No.:
 Class(es): 9
 Owner: MyFamily.com, Inc.

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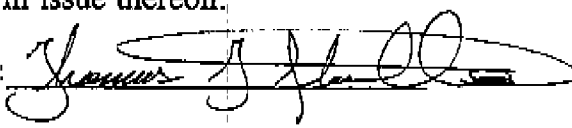
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Mark: **FAMILY FINDER**
Registration: 2,233,323
Serial No.:
Class(es): 9
Owner: MyFamily.com, Inc.

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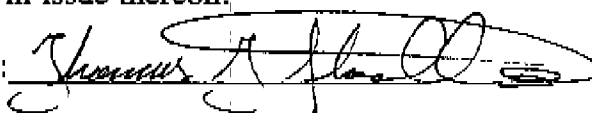
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By: 

Date: MAY 1, 2003

UNITED STATES

**REVOCATION
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Mark: **FAMILY GATHERING**
Registration: 2,114,672
Serial No.:
Class(es): 9
Owner: MyFamily.com, Inc.

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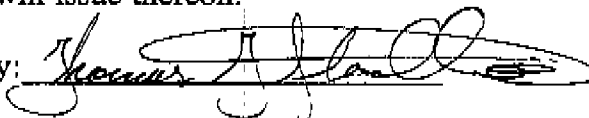
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By: 

Date: MAY 1 2003

UNITED STATES

REVOCATION
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Mark: **FAMILY ORIGINS**
 Registration: 2,142,732
 Serial No.:
 Class(es): 9
 Owner: MyFamily.com, Inc.

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Date: MAY 1, 2003

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Mark: **FAMILY TREE DETECTIVE**
Registration: 2,464,498
Serial No.:
Class(es): 9
Owner: MyFamily.com, Inc.

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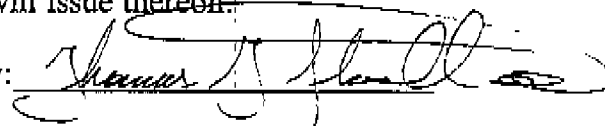
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Date:

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Mark: **FAMILY TREE MAKER**
Registration: 2,098,764
Serial No.:
Class(es): 9
Owner: MyFamily.com, Inc.

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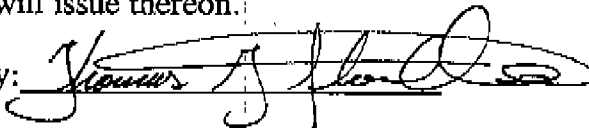
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Date: MAY 1, 2003

UNITED STATES

**REVOCATION
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Mark: **GENEALOGY.COM**
Registration: 2,521,336
Serial No.:
Class(es): 42
Owner: MyFamily.com, Inc.

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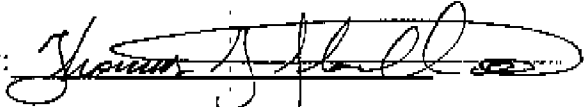
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By: 

Date: MAY 1, 2003

UNITED STATES

**REVOCAATION
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Mark: **GENERATIONS**
Registration: 2,031,010
Serial No.:
Class(es): 9
Owner: MyFamily.com, Inc.

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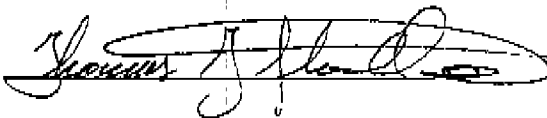
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By: 

Date: MAY 1, 2003

UNITED STATES

**REVOCATION
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Mark: **INTERNETREE**
Registration: 2,626,762
Serial No.:
Class(es): 9
Owner: MyFamily.com, Inc.

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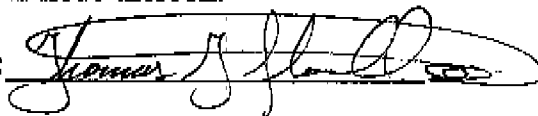
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Date: MAY 1, 2003

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Mark: **ULTIMATE FAMILY TREE**
Registration: 2,386,644
Serial No.:
Class(es): 9
Owner: MyFamily.com, Inc.

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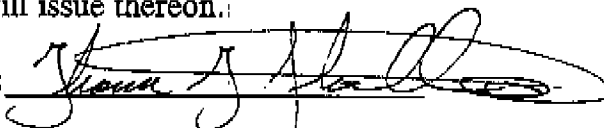
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By: 

Date: MAY 1, 2003

UNITED STATES

REVOCATION

AND

NEW POWER OF ATTORNEY

Mark: **WORLD FAMILY TREE**

Registration: 2,411,525

Serial No.:

Class(es): 9

Owner: MyFamily.com, Inc.

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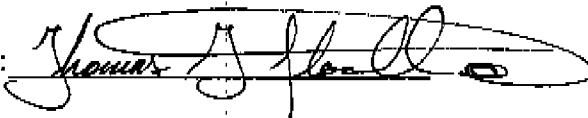
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UNITED STATES

REVOCATION

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Mark: **FAMILY TREE CREATOR**

Registration: 2,356,336

Serial No.:

Class(es): 9

Owner: MyFamily.com, Inc.

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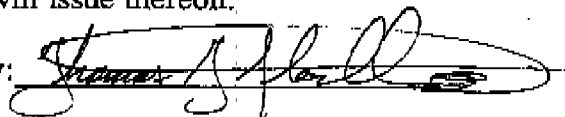
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