

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

Able Minds, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: February 23, 2004

2. Name and address of receiving party(ies)

Name: Mark Richer and Julie Richer

Internal

Address:

Street Address: 1750-1 30th Street, #170

City: Boulder State: CO Zip: 80301-1024

Individual(s) citizenship United States

- Association General Partnership Limited Partnership Corporation-State Other

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) 2138104; 1993160; 2289260

Additional number(s) attached Yes No

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

Name: Sheldon R. Meyer

Internal Address: Fliesler Meyer LLP

4th Floor

Street Address: Four Embarcadero Center

City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

06-1325

DO NOT USE THIS SPACE

9. Signature.

Sheldon R. Meyer

Name of Person Signing

Signature

2/26/2004

Date

Total number of pages including cover sheet, attachments, and document 3

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

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- Corporation-State
- Other Able Minds, Inc.
- Association
- Limited Partnership

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2289260

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5.00

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06-1325

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9. Signature.

Sheldon R. Meyer
Name of Person Signing

Signature

2/23/04
Date

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

3

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

Julie Richer

307-875-3304

Feb 23 04 12:52p

Mark Richer

353-583-0558

P. 1

ASSIGNMENT OF TRADEMARKS AND GOODWILL

WHEREAS, Able Minds, Inc., a California corporation, organized and existing under the laws of the State of California, having its principal place of business at 1750-1 30th Street, #170, Boulder, CO 80301-7024, previously 268 Fourth Avenue, No. 401, San Francisco, CA 94118, is the owner of all right, title and interest in and to the following registered U.S. and Canadian trademarks:

See Exhibit A attached hereto

and the goodwill associated therewith, for use with the goods specified in each trademark registration, for the territories of the United States and Canada; and

WHEREAS, Mark Richer and Julie Richer, husband and wife, having a business address of 1750-1 30th Street, #170, Boulder, CO 80301-7024 (Assignee), is desirous of acquiring all right, title and interest in and to the above trademarks, for the goods specified in each trademark registration, and the territories of the United States and Canada, along with the goodwill of the business associated with said trademarks;

NOW, THEREFORE, for goods and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns unto Assignee, its entire right, title and interest in and to the above trademarks and registrations therefor, and the goodwill of the business in connection with said trademarks for the territories of the United States and Canada, all effective as of January 1, 2003.

ASSIGNOR

ASSIGNEE

By: Mark Richer
Mark Richer, Chairman & CEO

By: Mark Richer
Mark Richer

2/23/2004

By: Julie J Richer
Julie Richer

EXHIBIT A

<u>Attv Docket No.</u>	<u>Country</u>	<u>Filed</u>	<u>App. No.</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
MTLP-06759CA0 Mark: CYBERKIDS	CA	7/14/1995	785,098	3/25/1997	473,699
MTLP-06759US0 Mark: CYBERKIDS	US	12/1/1994	74/605,253	2/24/1998	2,138,104
MTLP-06760CA0 Mark: CYBERTEENS	CA	1/21/1997	834,134	11/13/1997	485,421
MTLP-06760US0 Mark: CYBERTEENS	US	7/14/1995	74/704,393	8/13/1996	1,993,160
MTLP-06766US0 Mark: ABLE MINDS	US	3/20/1997	75/261,137	10/26/1999	2,289,260
MTLP-06769US0 Mark: YOUNG COMPOSERS	US	3/21/1997	75/261,568	3/14/2000	2,330,361