

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	01/07/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Keren Keshet - The Rainbow Foundation		01/07/2005	Not-For-Profit Corporation: NEW YORK

RECEIVING PARTY DATA

Name:	Nextbook, Inc.
Street Address:	180 West 80th Street
Internal Address:	Suite 201
City:	New York
State/Country:	NEW YORK
Postal Code:	10024
Entity Type:	Not-for-Profit, Non-Stock Corporation: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	78205838	NEXTBOOK
Registration Number:	2872777	NEXTBOOK
Serial Number:	78205812	NEXTBOOK
Serial Number:	78205910	NEXTBOOK
Registration Number:	2883140	NEXTBOOK
Serial Number:	78205860	NEXTBOOK
Registration Number:	2611334	NEXTBOOK PUBLISHING

CORRESPONDENCE DATA

Fax Number: (212)336-2222
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 336-2000

OP \$190.00 78205838

Email: IPDOCKETING@PBWT.COM
Correspondent Name: Patterson, Belknap, Webb & Tyler LLP
Address Line 1: 1133 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Stephanie B. Glaser
Signature:	/Stephanie B. Glaser/
Date:	02/10/2005

Total Attachments: 4

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ASSIGNMENT

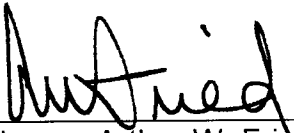
WHEREAS, Keren Keshet – The Rainbow Foundation, a Not-For-Profit corporation organized and existing under the laws of the State of New York, located at 1015 Park Avenue, New York, New York 10028 (“Assignor”), is the owner of all rights, title and interest in and to the pending applications and registrations (hereinafter “Marks”) noted in the attached Schedule A; and

WHEREAS, Nextbook, Inc., a Delaware Not-For-Profit, Non-Stock corporation, located at 180 West 80th Street, Suite 201, New York, New York 10024 (“Assignee”) wishes to acquire the Marks;

NOW THEREFORE, for good and sufficient consideration, the receipt and adequacy of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, its successors and assigns the entire right, title and interest in and to the Marks, together with the good will of Assignor’s business in connection with which the Marks are used and which are symbolized by the Marks and trade dress thereof; the renewal and revalidation rights therein and the exclusive right to obtain and enforce registrations therefor in the United States and throughout the world (including the right to sue and recover for past infringements); and all licenses related to the Marks. Assignor and Assignee agree to execute any document in addition to this instrument that Assignee deems necessary or appropriate to effect the rights granted above.

Executed as of January 7, 2005.

KEREN KESHET-THE RAINBOW
FOUNDATION

By: 
Name: Arthur W. Fried
Title: President

STATE OF NEW YORK)

: .ss.:

COUNTY OF NEW YORK)

On this 7 day of January, 2005, personally appeared before me ARTHUR W. FRIED, to me known and known to me to be the PRESIDENT of KEREN KESHET – THE RAINBOW FOUNDATION, a Not-For-Profit corporation in the State of Delaware, the Assignor in the above instrument, and acknowledged that he/she executed the foregoing instrument on behalf of said Assignor and pursuant to authority duly received.

Lorie A. Miner (BACCHIERI)
Notary Public

LORIE A MINER (BACCHIERI)
(Printed Name)

My Commission Expires:

NOTARY PUBLIC
Notary Public
Qualified in Queens
Cert. Filed in QUEENS
Commission Expires 7/16/06

(SEAL)

SCHEDULE A

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REGISTRATION NO.</u>
NEXTBOOK	78/205,838	
NEXTBOOK	78/205,831	2,872,777
NEXTBOOK	78/205,812	
NEXTBOOK & Design	78/205,910	
NEXTBOOK & Design	78/205,892	2,883,140
NEXTBOOK & Design	78/205,860	
NEXTBOOK PUBLISHING & Design	75/909,424	2,611,334