

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BabyZone.com, Inc.		06/01/2009	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Disney Online		
<b>Street Address:</b>	500 South Buena Vista Street		
<b>City:</b>	Burbank		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	91521		
<b>Entity Type:</b>	CORPORATION: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2247185	BABYZONE	
Registration Number:	3185212	BABYZONE	
Registration Number:	3454325	PARENTZONE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(818)560-2350		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	818 560 6636		
Email:	Trademarks@disney.com		
Correspondent Name:	Kevin Daley		
Address Line 1:	500 South Buena Vista Street		
Address Line 4:	Burbank, CALIFORNIA 91521-0854		
ATTORNEY DOCKET NUMBER:	KABOOSE ASSIGNMENT 2		
NAME OF SUBMITTER:	Edith Tapia		
Signature:	/edithtapia/		

CH \$90.00 2247185

Date:

07/08/2009

**Total Attachments: 10**

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## ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS (this "Assignment") is made as of the 1st day of June, 2009 by and between Kaboose Inc., a corporation with a principal address of 2200 Yonge Street, Suite 1400, Toronto, Ontario, BabyZone.com, Inc., a corporation with a principal address at 2200 Yonge Street, Suite 1400, Toronto, Ontario (the "Assignors") and Disney Online, a corporation with a principal address at 500 South Buena Vista Street, Burbank, California ("Assignee").

This Assignment is being entered into pursuant to the Purchase Agreement, dated March 31, 2009, as amended April 20, 2009 and May 27, 2009, between Assignor, Assignees, Kaboose Holdings LLC and Kaboose Amazingmoms, Inc., (the "Purchase Agreement"). The Purchase Agreement provides that the parties hereto shall enter into this Assignment in order to assign and contribute certain of the Assignors' intellectual property assets to Assignee as prescribed herein.

Assignors own certain trade names, trademarks and service marks, including without limitation, those that are the subject of the registrations and applications listed on Schedule A attached hereto (cumulatively, the "Assigned Marks").

Now therefore, in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Each Assignor does hereby assign, convey, transfer and deliver to Assignee all right, title and interest in and to the Assigned Marks, together with the goodwill of the business appertaining thereto and which is symbolized by the Assigned Marks, the right to secure all renewals and extensions thereof in all countries, and the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Assigned Marks or the accompanying goodwill.


2. Each Assignor agrees that, upon reasonable request it will, at any time without charge to Assignee but at Assignee's expense, furnish all necessary documentation reasonably available to Assignor relating to or supporting chain of title, sign all appropriate papers, take all rightful oaths, and do all rightful acts which may be reasonably necessary for vesting title to, and effecting the transfer and recording of, the Assigned Marks in Assignee, its successors, assigns and legal representatives or nominees.

3. The Assignors and Assignee intend, acknowledge and agree that Assignee is a successor to the ongoing and existing business of Assignor within the meaning of 15 U.S.C. §1060(a)(1), including the business assets and the goodwill to which the Assigned Marks pertain.


4. This Assignment shall be governed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

In witness whereof, the parties have caused this Assignment of Trademarks to be executed by their duly authorized representatives as of the date written above.

ASSIGNOR: KABOOSE INC.

By:   
Name: JONATHAN POLLACK  
Title: CEO

ASSIGNOR: BABYZONE.COM, INC.

By:   
Name: JONATHAN POLLACK  
Title: CEO

ASSIGNEE: DISNEY ONLINE

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

In witness whereof, the parties have caused this Assignment of Trademarks to be executed by their duly authorized representatives as of the date written above.

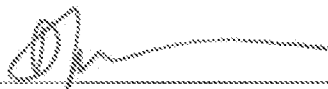
**ASSIGNOR: KABOOSE INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

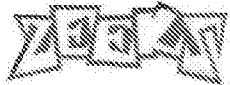
**ASSIGNOR: BABYZONE.COM, INC.**



By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_


**ASSIGNEE: DISNEY ONLINE**

By:  \_\_\_\_\_  
Name: David K. Thompson  
Title: Vice President


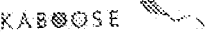
Schedule A

Trade-Mark	Owner	Status	Wares/Services
<p>KABOOSE</p> <p>(This is a word mark)</p> <p>Serial No. 78/473222</p> <p>Registration No. 3,078,674</p>	<p>Kaboose Inc.</p>	<p>Registered on April 11, 2006</p>	<p>providing on-line chat rooms and electronic bulletin boards for transmission of messages among users in the field of topics of interest to children and teenagers; delivery of personalized greeting cards to others via electronic mail</p> <p>providing information directed to a community of children and teenagers via a global computer information network in the fields of education and entertainment; entertainment services, namely providing on-line computer games; entertainment services, namely providing a web site featuring interactive activities for children, namely art projects, creative writing projects, games, party ideas and recipes; providing links to web sites of others featuring information of interest to children and teenagers; arranging of contests</p>
 <p>(This is a design mark)</p> <p>Serial No. 78/373662</p>	<p>Kaboose Inc.</p>	<p>Application - to be abandoned</p>	<p>Clothing for children and adults, namely, coats, jackets, slacks, suits, dresses, skirts, vests, sweaters, sweatshirts, blouses, shirts, jerseys, t-shirts, shells, tunics, jumpers, jumpsuits, uniforms, collars, ski jackets, ski slacks, sleepwear, robes, underwear, ties, ascots, cravats, scarves, jogging suits, jeans, jodhpurs, shorts, ponchos, halter tops, pedal pushers, swimwear, beach coverups, snowsuits, lingerie, sweaters, socks, leotards, pantyhose, hosiery, parkas, gloves, belts, wind-resistant jackets, shells, blazers, sport coats, pullovers, raincoats, pants, trousers, shell pants, warm up pants, sweat suits, sweat pants, overalls, coveralls, pullovers, turtlenecks, tuxedos, evening gowns, exercise suits, ski suits and robes; headwear, namely, hats, caps, toques, earmuffs and visors;</p> <p>Services: providing information directed to a community of children</p>

Trade-Mark	Owner	Status	Wares/Services
			and teenagers via a global computer information network in the fields of education and entertainment; entertainment services, namely providing a web site featuring interactive activities for children, namely art projects, creative writing projects, party ideas and recipes; providing links to web sites of others featuring information of interest to children and teenagers; arranging of contests.
FUNSCHOOL (This is a word mark) Reg. No. 2796954	Kaboose Inc.	Registered on December 23, 2003	Providing educational games and activities for children via a website on a global computer network
FUNSCHOOL.COM (This is a word mark) Serial No. 75/806526 Registration No. 2357786	Kaboose Inc.	Registered on June 13, 2000	Services: Providing educational games and activities for children via a website on a global computer network.
 (This is a design mark) Reg. No. 2723021	Kaboose Inc.	Registered on June 10, 2003	Providing information featuring entertainment and educational material directed to children via a global computer information network
FUN-E-MONEY (This is a word mark) Reg. No. 2638059	Kaboose Inc.	Registered on October 22, 2002	Electronic commerce services, namely, electronic credit given for the future purchase, on-line via a web site, of the goods and services of others
 (This is a design mark) Reg. No. 2169833	Kaboose, Inc.	[Registration Cancelled under Section 8]	Computer programs for children for educational purposes to teach language and problem-solving skills
MAZLO'S (This is a word mark) Reg. No. 2188018	Kaboose, Inc.	[Registration Cancelled under Section 8]	Computer programs for children for educational purposes to teach language and problem-solving skills.

Trade-Mark	Owner	Status	Wares/Services
ZEEKS (This is a word mark) Serial No. 78/705668	Kaboose Inc.	Application	Services: providing information directed to a community of children and teenagers via a global computer information network in the fields of education and entertainment; entertainment services, namely providing a web site featuring interactive activities for children, namely art projects, creative writing projects, party ideas and recipes; providing links to web sites of others featuring information of interest to children and teenagers; arranging of contests
KABOOSE SEARCH (This is a word mark) Serial No. 78/705670 Registration No. 3,214,973	Kaboose Inc.	Registered on March 6, 2007	Services: Providing an electronic search engine for children and their families.
KIDS DOMAIN (This is a word mark) Serial No. - 78/722277 Registration No. 3,285,666	Kaboose Inc.	Registered on August 28, 2007	Services: Providing information directed to a community of children and teenagers via a global computer information network in the fields of education and entertainment; entertainment services, namely providing on-line computer games; entertainment services, namely providing a web site featuring interactive activities for children, namely art projects, creative writing projects, games, and party ideas; providing links to web sites of others featuring on-line computer games and interactive activities for children, namely art projects, creative writing projects, games, and party ideas; arranging of contests
WHERE FAMILIES GET GOING (This is a word mark) Serial No. 78/705674	Kaboose Inc.	Application - to be abandoned	Services: providing a web site directed to children, parents and teachers which provides information, activities, entertainment and educational material
	Kaboose Inc.	Application - to be abandoned	Services: providing a web site directed to children, parents and teachers which provides information, activities, entertainment and educational



Trade-Mark	Owner	Status	Wares/Services
(This is a design mark) Serial No. 78/735122			material
KABOOSE DESIGN  (This is a design mark) Serial No. 77/386401	Kaboose Inc.	Application	Providing information directed to children, parents, and teachers via a global computer information on network in the fields of education and entertainment.
 (This is a design mark) Serial No. 77/381592	Kaboose Inc.	Application	Providing information directed to children, parents, and teachers via a global computer information on network in the fields of education and entertainment.
KABOOSE FAMILY NETWORK (This is a word mark) Serial No. 77/381593	Kaboose Inc.	Application	Providing information directed to children, parents, and teachers via a global computer information on network in the fields of education and entertainment.
KABOOSE WHERE FAMILY COMBS FIRST (This is a word mark) Serial No. 77/381590	Kaboose Inc.	Application	Providing information directed to children, parents, and teachers via a global computer information on network in the fields of education and entertainment.
BABYZONE (This is a word mark) Serial No. 76/608533	BABYZONE.COM, INC.	Application - to be abandoned	Wares: Dishes, hair brushes, combs, and kitchen utensils namely, kitchen containers not of precious metal, beverage glassware, lunch boxes, mugs, plastic cups, plastic juice box holders, pre-moistened towelettes for cleaning, all for use by infants and children
BABYZONE (This is a word mark) Serial No. 75/338735 Registration No. 2247185	BABYZONE.COM, INC.	Registered on May 25, 1999	Services: providing interactive databases and information via a global computer network in the fields of pregnancy, maternity, infertility, childbirth, babies, and children
BABYZONE (This is a word mark) Serial No. 76/608532 Registration No.	BABYZONE.COM, INC.	Registered on December 19, 2006	Wares: Clothing, footwear and headwear, namely, t-shirts, sweat shirts, jerseys, shorts, sweat pants, jackets, hats, caps, scarves, gloves, hosiery, neckties, pajamas, robes, night shirts, night gowns,

Trade-Mark	Owner	Status	Wares/Services
3185212			underwear, head bands, wrist bands, swim suits, skirts, shirts, tank tops, pants, coats, sweaters, leotards, leg warmers, stockings, socks, panty hose, tights, belts, shoes, athletic shoes, slippers, boots, sandals and rainwear; clothing for infants, namely, bibs, playsuits, rompers, underwear, sleepers, t-shirts, dresses, pants, sweaters, booties, socks, caps, bodysuits, gowns with drawstrings, hooded bathrobes, baby bunting, swaddling clothes, bathing suits, bonnets, cloth diapers, Halloween costumes, infantwear, mittens, smocks, sneakers

Trade-Mark	Owner	Status	Wares/Services
ParentZone Serial No. 77/005106 Registration No. 3,454,325	BabyZone.com, Inc.	Registered on June 24, 2008	<p>             Services: providing on-line chat rooms, online interactive forums and electronic bulletin boards for transmission of messages among users in the fields of in the fields of children's and young adults' issues, namely, local parent resources and events, children's and young adults' safety, children's and young adults' health, children's and young adults' activities, children's and young adults' development, children's and young adults' social skills, children's and young adults' education, children's and young adults' learning disabilities, children's and young adults' fitness, children's and young adults' nutrition, relationships, family finance, recipes, travel, sexuality, and work/family balance.           </p> <p>             providing educational and entertainment-related information via a global computer network in the fields of local parent educational and entertainment resources and events, local children's and young adults' entertainment activities, children's and young adults' educational facilities, children's and young adults' fitness, online photo sharing services and online journals, namely, blogs featuring information in the fields of children's and young adults' issues namely, local parent resources and events, children's and young adults' safety, children's and young adults' health, children's and young adults' activities, children's and young adults' development, children's and young adults' social skills, children's and young adults' education, children's and young adults' learning disabilities, children's and young adults' fitness, children's and young adults' nutrition, relationships, family finance, recipes, travel, sexuality, and work/family balance.           </p> <p>             providing information via a global computer network in the fields of           </p>

Trade-Mark	Owner	Status	Wares/Services
			children's and young adults' health, children's and young adults' learning disabilities, children's and young adults' nutrition, and children's and young adults' mental health as they relate to relationships, social skills, development, sexuality, and work/family balance.
KABOOSE PARTIES (This is a word mark) Serial No. 77/168001	Kaboose Inc.	Application	Services: Online retail store services featuring party supplies and partyware, games, crafts, party activities, balloons, candy, stationary, banners, magnets, stickers, luggage tags, buttons and decorations; party planning services; providing a web site featuring party ideas, information and advice
BUBBLESHARE (This is a word mark) Serial No. 78/909301	BubbleLabs Inc.	Application	Services: internet services, namely hosting a website for others enabling those others to share photographs