

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/29/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Carus Publishing Company		11/29/2011	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	ePals, Inc.
Street Address:	13625-A Dulles Technology Drive
City:	Herndon
State/Country:	VIRGINIA
Postal Code:	20171
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	2647001	ASK
Registration Number:	2738168	ASK ARTS AND SCIENCES FOR KIDS
Registration Number:	1982952	BABYBUG
Registration Number:	3546775	CALLIOPE EXPLORING WORLD HISTORY
Registration Number:	2216767	CICADA
Registration Number:	2155400	CLICK
Registration Number:	1163722	COBBLESTONE
Registration Number:	1107204	CRICKET
Registration Number:	2831074	E-CRICKET
Registration Number:	3575335	FACES PEOPLE, PLACES, AND CULTURES
Registration Number:	1614847	LADYBUG
Registration Number:	2527251	LADYBUG
Registration Number:	2155401	MUSE

OP \$415.00 2647001

Registration Number:	2792592	NOODLEBUG
Registration Number:	1456496	ODYSSEY
Registration Number:	1875206	SPIDER

CORRESPONDENCE DATA

Fax Number: 8032559831

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 803.799.2000

Email: ip@nelsonmullins.com

Correspondent Name: Neil C. Jones/Nelson Mullins

Address Line 1: 104 South Main Street, Suite 900

Address Line 4: Greenville, SOUTH CAROLINA 29601

ATTORNEY DOCKET NUMBER:	28849/00001
NAME OF SUBMITTER:	Neil C. Jones
Signature:	/Neil C. Jones/
Date:	11/05/2012

Total Attachments: 5

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AGREEMENT AND PLAN OF MERGER

by and among
ePALS CORPORATION,
ePALS, INC.,
ePALS ACQUISITION COMPANY,
CARUS PUBLISHING COMPANY
and
ANDRE CARUS

Dated as of November 29, 2011

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "*Agreement*"), is entered into as of November 29, 2011, by and among ePals Corporation, an Ontario corporation (the "*Public Parent*"), ePals, Inc., a Delaware corporation (the "*Parent*"), ePals Acquisition Company, a Delaware corporation and a wholly owned subsidiary of Parent ("*Merger Sub*"), Carus Publishing Company, an Illinois corporation (the "*Company*"), and Andre Carus, (the "*Shareholders Representative*").

RECITALS

WHEREAS, Parent wishes to acquire the Company in a merger transaction (the "*Merger*") and has newly formed Merger Sub for the sole purpose of effecting such a transaction on the terms and subject to the conditions set forth herein;

WHEREAS, in the Merger, upon the terms and subject to the conditions of this Agreement, all of the shares of common stock (the "*Shares*"), no par value per share, of the Company (the "*Common Stock*") will be converted into the right to receive a specified number of ePals Shares subject to the conditions set forth herein;

WHEREAS, the shareholders of the Company set forth on Schedule I hereto (the "*Shareholders*") have unanimously approved the Merger and, on the Closing Date, shall cause the Company to file Articles of Merger (as defined below) with the Office of the Secretary of State of the State of Illinois and the Certificate of Merger (as defined below) with the Office of the Secretary of State of the State of Delaware; and

WHEREAS, the parties desire to make certain representations, warranties, covenants and agreements in connection with the Merger and the transactions contemplated by this Agreement.

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants and agreements set forth in this Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

6.16 **Intellectual Property.**

(a) **Schedule 6.16** sets forth, a complete and correct list of all the following Owned Intellectual Property: (i) Patents, (ii) Copyrights; (iii) Trademarks; (iv) Software (other than off-the-shelf commercial software programs); and (v) Domain Names. All fees associated with maintaining any Owned Intellectual Property required to have been set forth on **Schedule 6.16** have been paid in full in a timely manner to the proper Governmental Authority and, except as set forth on **Schedule 6.16**, no such fees are due within the three month period after the Closing Date. Except as set forth on **Schedule 6.16**, all of the Owned Intellectual Property required to be listed thereon has been duly registered with, filed in or issued by, as the case may be, the United States Patent and Trademark Office, the United States Copyright Office or other applicable filing office(s), domestic or foreign, to the extent necessary or desirable to ensure full protection under any applicable Intellectual Property law, and such registrations, filings, issuances and other actions remain in full force and effect.

Schedule 6.16

List of Owned Intellectual Property

Patents - None

Copyrights - In the normal course of the Company's business, there is a copyright issued for every issue of every book and magazine published. Since the Company publishes 14 magazines with up to 12 issues per year on some of them, the list of Copyrights is 42 pages long and has been supplied to the Parent through their access to the data room.

Trademarks

CARUS PUBLISHING COMPANY TRADEMARK DOCKET
REGISTERED MARKS (all for United States)

MARK	SERIAL NUMBER	CLASS	REGISTRATION DATE	REGISTRATION NUMBER	DUE DATE OF SECTION 8 & 15 AFFIDAVIT	DUE DATE OF SECTION 8 & 9
Ask	76240935	--	2002-11-05	2647001	Accepted	2012-11-05
Ask Arts and Sciences for Kids	76278929	--	2003-07-15	2738168	Accepted	2013-07-15
Babybug	74539662	--	1996-06-25	1982952	Accepted	2016-06-25
Calliope Exploring World History	77466184	16	2008-12-16	3546775	2014-12-16	2018-12-16
Cicada	75374734	--	1999-01-05	2216767	Accepted	2019-01-05
Click	75084725	--	1998-05-05	2155400	Accepted	2018-05-05
Cobblestone	73242533	--	1981-08-04	1163722	Accepted	2021-08-04
Cricket	73064175	--	1978-11-28	1107204	Accepted	2018-11-28
E-Cricket - EXPIRED	75873104	--	2004-04-13	2831074	N/A	N/A
Faces People, Places and Cultures	77466196	16	2009-02-17	3575335	2015-02-17	2019-02-17
Ladybug	74011870	--	1990-09-25	1614847	Accepted	2020-09-25
Ladybug	76181987	--	2002-01-08	2527251	Accepted	2012-01-08
Muse	75084734	--	1998-05-05	2155401	Accepted	2018-05-05
Noodlebug	76420917	--	2003-12-09	2792592	Accepted	2013-12-09
Odyssey	73643898	--	1987-09-08	1456496	Accepted	2017-09-08

Spider	74357865	--	1995-01-24	1875206	Accepted	2015-01-24
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Common Law Trademarks

- Dig. In use since 1998.
- Appleseeds. In use since 1998.