
**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

Asst. Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202

RE:OurFiles:T74455;T74895
T74425;T74435;T74445
T76235

1. <u>Name (and address) of conveying party(ies)</u>	2. <u>Name and Address of receiving party(ies)</u>
Pro2Net Corporation 600 Stewart Street Suite 1101 Seattle, WA 98101	KEEPSMART.COM 12 Skyline Drive Hawthorne, NY 10532
<input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Washington <input type="checkbox"/> Other-	<input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Delaware <input type="checkbox"/> Other -

If assignee is not domiciled in the
United States, a domestic
representative designation is
attached: Yes No

3. Nature of conveyance:

<input checked="" type="checkbox"/> Assignment; <input type="checkbox"/> Security Agreement; <input type="checkbox"/> Other;	<input type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Change of Address
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Execution Date: July 3, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No. (s)	B. Trademark Reg.
No. (s) 75/883,770	2,326,066
75/883,760	2,404,916
75/882,718	2,404,915
75/882,732	2,402,968
75/882,720	
75/662,797	
75/613,441	
75/598,970	
75,597,995	

Additional numbers attached () Yes (X) No

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

COLLEN LAW ASSOCIATES, P.C.
The Holyoke-Manhattan Building
80 South Highland Avenue
Ossining, New York 10562

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$340.00

- () Enclosed
- (x) Authorized to be charged to deposit account
- () Already submitted

8. Deposit account number:
03-2465

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Jess M. Collen	<i>Jess M. Collen</i>	December 28, 2001
Name of person signing	Signature	Date

Total number of pages comprising cover sheet, attachments and documents 6

JMC/MC:jml
Enclosures: - Assignment Document

NOTE: IF THERE IS ANY FEE DUE AT THIS TIME, PLEASE CHARGE IT TO OUR DEPOSIT ACCOUNT NO. 03-2465 AND ADVISE.

ATTORNEY DOCKET NO.: TC300
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT

WHEREAS, Pro2Net Corporation a corporation organized and existing under the laws of Washington, whose full post office address is 600 Stewart Street, Suite 1101, Seattle, WA 98101 (hereinafter referred to as Assignor), has adopted, used and is using the following marks which are the subject of registrations in the United States Patent and Trademark Office as follows:

1. Trademark : "A" DESIGN LOGO
Reg. No. : 2,326,066
Issued : March 7, 2000
2. Trademark : ACCOUNTINGNET
Reg. No. : 2,404,916
Issued : November 14, 2000
3. Trademark : ACCOUNTINGSTUDENTS
Reg. No. : 2,404,915
Issued : November 14, 2000
4. Trademark : CPALINK
Reg. No. : 2,402,968
Issued : November 7, 2000

AND WHEREAS the Assignor has intended to use the mark in commerce with an intent to use the marks, as alleged in the below-captioned applications, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act,

and is assigning the marks described above as part of the entire business or portion thereof to which the marks pertains as required by 15 USC 1060;

5. Trademark : PRO2NET
Serial No. : 75/883,770
Filed : December 28, 1999
6. Trademark : PRO2NET
Serial No. : 75/883,760
Filed : December 28, 1999
7. Trademark : PRO2NET
Serial No. : 75/882,718
Filed : December 28, 1999
8. Trademark : PRO2NET
Serial No. : 75/882,732
Filed : December 28, 1999
9. Trademark : PRO2NET
Serial No. : 75/882,720
Filed : December 28, 1999
10. Trademark : TAXKIT
Serial No. : 75/662,797
Filed : March 18, 1999

AND, WHEREAS the Assignor has the following applications pending in other countries (see Appendix A) and the following abandoned applications (see

Appendix B)

AND, WHEREAS, KEEPSMART.COM a corporation organized and existing under the laws of Delaware, whose full post office address is 12 Skyline Drive, Hawthorne, New York 10532 (hereinafter referred to as Assignee) is desirous of acquiring said marks and the application and registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said marks, with goodwill of the business symbolized by the said marks, and the application and registrations thereof.

By: Derek J. Dole

Name : Derek J Dole

Title : Chairman

DATED: 7/3/01
Attachments: Appendix A
Appendix B

tc300.3.doc

APPENDIX B
INACTIVE MARKS

Trademark : ACCOUNTINGJOBS

Filed : December 3, 1998

Serial No. : 75/613,441

Trademark : ACCOUNTINGNET

Filed : December 2, 1998

Serial No. : 75/598,970

Trademark : ACCOUNTINGNET

Filed : December 2, 1998

Serial No. : 75/597,995

Collen Law Associates, P. C.
Counselors at Law
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Attorney Docket No.: T- 74455;
T74895;T74425;T74435;T74445;T76235

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

RE : US Trademark Applications and Registrations
Serial Nos. : 75/883,770;75/883,760;75/882,718;75/882,732;
75/882,720; 75/662,797
Registration Nos. : 2,326,066; 2,404,916; 2,404,915; 2,402,968
Marks : PRO2NET, PRO2NET, PRO2NET, PRO2NET, PRO2NET,
TAXKIT, "A" Design Logo, ACCOUNTINGNET,
ACCOUNTINGSTUDENTS, CPALINK

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202
Branch: Assignments

CERTIFICATE OF FACSIMILE TRANSMISSION

I HEREBY CERTIFY THAT THIS PAPER FOR THE ABOVE-REFERENCED
TRADEMARK APPLICATIONS, SERIAL NUMBERS 75/883,770;
75/883,760;75/882,718;75/882,732; 75/882,720; 75/662,797 AND
REGISTRATION NUMBERS 2,326,066; 2,404,916; 2,404,915; 2,402,968
(8 PAGES IN ALL) IS BEING FACSIMILE TRANSMITTED TO THE PATENT AND
TRADEMARK OFFICE FACSIMILE NUMBER 1(703) 306-5995 ON THE DATE
SHOWN BELOW.

NAME OF PERSON SIGNING CERTIFICATION: Mariana Cana

SIGNATURE

74455etel2.fax

DATED:

December 28, 2001
COLLEN LAW ASSOCIATES, P.C.
THE HOLYOKE-MANHATTAN BUILDING
80 SOUTH HIGHLAND AVENUE
OSSINING, NEW YORK 10562
TELEPHONE: (914) 941-5668
FACSIMILE: (914) 941-6091

TRADEMARK
REEL: 002387 FRAME: 0113

IF THERE IS ANY ADDITIONAL FEE DUE PLEASE CHARGE IT TO OUR DEPOSIT ACCOUNT 03-2465 AND ADVISE US OF ANY CHARGE THAT YOU MAKE.