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PBW&T File No.: K1799-003

COVER SHEET

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

<p>1. Name of conveying party:</p> <p>Matthew W. Certo 1350 Orange Avenue Suite 101 Winter Park, Florida 32789</p> <p>A State of Florida Corporation</p> <p>Additional names(s) of conveying party attached? No</p>	<p>2. Name and Address of receiving party:</p> <p>Keren Keshet – The Rainbow Foundation 1015 Park Avenue New York, New York 10028</p> <p>A Not-for-Profit New York Corporation</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes/No (Designation must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? No</p>
<p>3. Nature of conveyance:</p> <p>Assignment</p> <p>Execution Date: January 22, 2003</p>	<p>4. A. Trademark Application No.(s)</p> <p>B. Trademark Registration No.</p> <p>Reg. No. <u>2,611,334</u> registered on August, <u>27</u>, 2002</p> <p>Additional numbers attached? No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Allison Rutledge-Parisi, Esq. PATTERSON, BELKNAP, WEBB & TYLER LLP 1133 Avenue of the Americas New York, New York 10036-6710 Attn.: IP Department</p>	<p>6. Total number of documents involved: 1</p> <p>7. Total fee (37 CFR 3.41): \$40.00 PBW&T Check No. 124940</p> <p>In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 16-0633.</p>

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8. 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.

Allison Rutledge-Parisi  January 23, 2003

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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TRADEMARK
REEL: 002654 FRAME: 0888

TRADEMARK ASSIGNMENT

WHEREAS, MATTHEW W. CERTO, a corporation organized under the laws of the State of Florida, with a place of business at 1350 Orange Avenue, Suite 101, Winter Park, Florida 32789 (the "Assignor"), has used, applied to register or registered the trademark NEXTBOOK PUBLISHING, Reg. No. 2,11,334, filed on February 4, 2000, and registered on August 27, 2002 ("Mark"); and

WHEREAS, Keren Keshet-The Rainbow Foundation, a corporation organized under the Not-for-Profit Corporation Law of the State of New York with a principal place of business at 1015 Park Avenue, New York, New York 10028 (the "Assignee"), desires to acquire all right, title and interest to the Mark;

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, that is described in the Confidential Agreement between Assignor and Assignee dated January 6, 2003, Assignor hereby assigns to Assignee, its successors and assigns, the entire, worldwide right, title and interest in and to the Mark, together with the goodwill of the business connected with and symbolized by the Mark in the sole name of Assignee, its successors or assigns. 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 22, 2003.

MATTHEW W. CERTO

By: 
Name: Matthew W. Certo

STATE OF FLORIDA)
)
) .SS.:
COUNTY OF Orange)

On this 22nd day of January, 2003, personally appeared before me Matthew W. Certo, to me known and known to me to be the principal and officer of MATTHEW W. CERTO, a Florida corporation, the Assignor above named, who acknowledged that he executed the foregoing instrument on behalf of said Assignor and pursuant to authority duly received.

Cheryl S. Johnson
Notary Public

CHERYL S. JOHNSON
(Printed Name)

My Commission Expires:(SEAL)

