

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The McGraw-Hill Companies, Inc.		08/31/2005	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Backshop, Inc.		
Street Address:	85 Liberty Ship Way, Ste. 105		
City:	Sausalito		
State/Country:	CALIFORNIA		
Postal Code:	94965		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2162664	CONQUEST	
CORRESPONDENCE DATA			
Fax Number:	(415)981-4343		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	srao@steinlubin.com		
Correspondent Name:	Cara K. Lowe		
Address Line 1:	600 Montgomery St.		
Address Line 2:	Stein & Lubin LLP		
Address Line 4:	San Francisco, CALIFORNIA 94111		
NAME OF SUBMITTER:	Satish Rao		
Signature:	/Satish Rao/		
Date:	09/19/2005		

OP \$40.00 2162664

Total Attachments: 3
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ASSIGNMENT

WHEREAS, THE MCGRAW-HILL COMPANIES, INC., a New York corporation, having an office at 1221 Avenue of the Americas, 48th Floor, New York, NY 10020 (“Assignor”), has acquired, used and is using the mark CONQUEST (the “Mark”), registered with the United States Patent and Trademark Office under Registration Number 2162664; and

WHEREAS, BACKSHOP, INC., a Delaware corporation, having an office at 85 Liberty Ship Way, Suite 105, Sausalito, CA 94965 (“Assignee”), desires to acquire the Mark and the application therefor together with the goodwill symbolized by the Mark.

WHEREAS, simultaneously herewith, the Assignor and the Assignee are entering into an Asset Purchase Agreement pursuant to which Assignor is transferring to Assignee certain assets related to the Mark.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor and Assignee agree as follow:

1. Assignor does hereby assign unto Assignee all its right, title and interest in and to the Mark, together with the goodwill symbolized by the Mark, and the application of the Mark, and Assignee hereby accepts such assignment.
2. This Assignment may be signed in counterparts, each of which when taken together shall constitute one and the same instrument.
3. The Commissioner of Patents and Trademarks is hereby requested to issue the Certificate of Registration to the Assignee.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the parties have executed this Assignment as of August 31, 2005.

THE MCGRAW-HILL COMPANIES, INC.,
a New York corporation

By: Alan K. Eckert

Name: Alan K. Eckert

Title: Senior Vice President

BACKSHOP, INC.,
a Delaware corporation

By: _____

Name: _____

Title: _____

Dated as of August 31, 2005
New York, New York

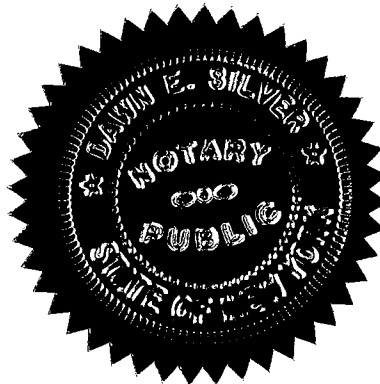
State of New York)
) ss.:
)

On August 31, 2005, before me, the undersigned, a notary public for the state, personally appeared Alan K. Eckert personally known to me (or proved to me on the basis of satisfactory evidence) to be the Senior Vice President of The McGraw-Hill Companies, Inc., a New York corporation, the Assignor, and acknowledged to me that he/she executed the foregoing Assignment in his authorized capacity(ies), and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Dawn E. Silver
(Signature)

DAWN E. SILVER
Notary Public, State of New York
No. 01SI6111924
Qualified in New York County
Commission Expires June 28, 2008



IN WITNESS WHEREOF, the parties have executed this Assignment as of August 31, 2005.

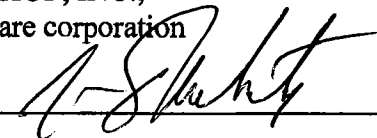
THE MCGRAW-HILL COMPANIES, INC.,
a New York corporation

By: _____

Name: _____

Title: _____

BACKSHOP, INC.,
a Delaware corporation

By: 

Name: James Flaherty

Title: President + CEO

Dated as of _____, 2005
New York, New York

State of New York)
) ss.:
)

On _____, 2005, before me, the undersigned, a notary public for the state, personally appeared _____ personally known to me (or proved to me on the basis of satisfactory evidence) to be the _____ of The McGraw-Hill Companies, Inc., a New York corporation, the Assignor, and acknowledged to me that he/she executed the foregoing Assignment in his authorized capacity(ies), and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

(Signature)

(SEAL)