

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
AgWeb.com, Inc.		02/28/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Farm Journal, Inc.		
Street Address:	1818 Market Street		
City:	Philadelphia		
State/Country:	PENNSYLVANIA		
Postal Code:	19103-3654		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2633889	AGWEB.COM	
CORRESPONDENCE DATA			
Fax Number:	(202)842-8465		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-842-8800		
Email:	dctrademarks@dbr.com		
Correspondent Name:	Jennifer L. Dean		
Address Line 1:	Drinker Biddle & Reath LLP		
Address Line 2:	1500 K Street, N.W., Ste. 1100		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005-1209		
ATTORNEY DOCKET NUMBER:	031094.350/108873		
NAME OF SUBMITTER:	Andrea L. Engel		
Signature:	/Andrea L. Engel/		
Date:	04/24/2008		

OP \$40.00 2633889

Total Attachments: 3

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**ASSIGNMENT AND BILL OF SALE
AND ASSUMPTION AGREEMENT**

This Assignment and Bill of Sale and Assumption Agreement is made of the 28th day of February, 2007 by and between AGWEB.COM, INC., a Delaware corporation in dissolution ("AgWeb.com"), and FARM JOURNAL, INC., a Pennsylvania corporation ("Farm Journal").

BACKGROUND

- A. On February 28, 2007, the Sole Shareholder and Board of Directors of AgWeb.com elected to liquidate and dissolve AgWeb.com in accordance with and pursuant to a Plan of Distribution.
- B. Farm Journal, at the time of the action described in Recital A above, was the holder of 16,666,667 shares of the Series A Preferred Stock, par value \$0.001 per share ("Series A Preferred Stock") of AgWeb.com, representing 99.93% of the voting power of all classes of the capital stock of AgWeb.com entitled to vote on the Plan of Distribution, consisting of the Series A Preferred Stock and Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock").
- C. Pursuant to the Amended and Restated Articles of Incorporation of AgWeb.com, Inc. dated January 4, 2000, as filed with the Secretary of State of the State of Delaware, Divisions of Corporations on January 4, 2000, the Series A Preferred Stock is entitled to a preference in liquidation equal to \$50,000,001.00 (the "Liquidation Preference").
- D. Attached as Exhibit "A" appended here to and made a part hereof, is the balance sheet of AgWeb.com as of December 31, 2006 (the "Balance Sheet") and the Statement of Operations of AgWeb.com for the period ending December 31, 2006 (the "P&L").

TERMS

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

I. AgWeb.com and Farm Journal acknowledge and agree that the Liquidation Preference of the Series A Preferred Stock is substantially in excess of the value of AgWeb.com as of the date hereof. Factors taken into consideration in making this determination were the Shareholders Equity of the corporation at December 31, 2006 - \$6,328,642.00, and Net Income at December 31, 2006 - \$1,672,655.00. No commonly accepted method of valuation, as applied to the foregoing figures, could reasonably be expected to produce a value for AgWeb.com equal to or in excess of \$50,000,000.00. In addition, there were transactions in the securities of AgWeb in the recent past that may also bear upon value. In December, 2001, 15,000,000 shares of Series B Preferred Stock (\$0.001 par value per share) (the "Series B Preferred Stock") was purchased by AgWeb from the holders thereof for \$0.47 per share for a total of \$7,000,000.00. The Series B Preferred Stock had a number of prerogatives over the Series A Preferred Stock and the Common Stock, including a two percent (2%) cumulative compound annual dividend, a \$45,000,000.00 liquidation preference over the Series A Preferred Stock and the Common Stock, and super voting rights, along with certain specific veto rights. In December, 2006, 333,333 shares of the Series A Preferred Stock representing about two percent (2%) of that class and a warrant to purchase 150,000 shares of the Common Stock at a price of \$0.01 per share were purchased by AgWeb for \$100,000.00. Finally, Farm Journal, in February, 2007, purchased a limited liability company interest from a third party having an indirect allocation of 100,000 shares of the Series A Preferred Stock for

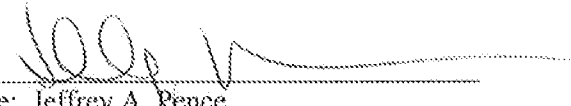
\$48,000.00. Applying the highest price paid in those transaction (\$0.48) per share) to the combined shares of Series A Preferred Stock and the Common Stock will not produce a value for AgWeb.com of \$50,000.00 or more. Accordingly, the distribution of the assets of AgWeb.com in Liquidation will be insufficient to wholly satisfy the Liquidation Preference, as the result of which all of the assets of AgWeb.com shall be transferred to the holder of the Series A Preferred Stock and none thereof shall be distributed to the holders of the Class A Common Stock of AgWeb.com.

2. Agweb.com does hereby transfer, convey, assign, deliver, sell and set over unto Farm Journal all of the right, title and interest of AgWeb.com in and to any and all of its remaining assets, whether fixed or contingent, known or unknown, tangible and intangible, under and subject to any and all liabilities, claims or obligations, whether fixed or contingent, known or unknown, of or against AgWeb.com.

3. Farm Journal does hereby accept the transfer of the assets of AgWeb.com subject to the liabilities, obligations and claims as provided for in Section 2 hereof, agrees to assume and be liable and obligated for any and all liabilities, claims and obligations of AgWeb.com, and agrees to defend, indemnify and hold AgWeb.com harmless of and from any and all claims, actions and causes of action as may arise from or be attributable to any such liabilities, obligations and claims.

IN WITNESS WHEREOF, the parties have executed this Assignment and Bill of Sale and Assumption Agreement as of the day and year first above written.

AGWEB.COM, INC., a Delaware corporation in dissolution

By: 
Name: Jeffrey A. Pence
Title: President

FARM JOURNAL, INC., a Pennsylvania corporation

By: _____
Name: Andrew J. Weber, Jr.
Title: President

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2. Agweb.com does hereby transfer, convey, assign, deliver, sell and set over unto Farm Journal all of the right, title and interest of AgWeb.com in and to any and all of its remaining assets, whether fixed or contingent, known or unknown, tangible and intangible, under and subject to any and all liabilities, claims or obligations, whether fixed or contingent, known or unknown, of or against AgWeb.com.

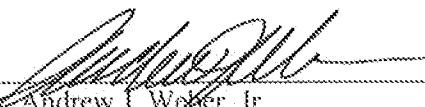
3. Farm Journal does hereby accept the transfer of the assets of AgWeb.com subject to the liabilities, obligations and claims as provided for in Section 2 hereof, agrees to assume and be liable and obligated for any and all liabilities, claims and obligations of AgWeb.com, and agrees to defend, indemnify and hold AgWeb.com harmless of and from any and all claims, actions and causes of action as may arise from or be attributable to any such liabilities, obligations and claims.

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