

Assignment of Trademarks

Whereas, CD Titles Inc., a Delaware Corporation, having an address of 411 Waverley Oaks Rd., Waltham, MA 02154, hereinafter called "Assignor," has adopted and is using the marks set forth in Exhibit I in connection with the goods and services set forth in the associated Trademark Registrations and Applications, which are owned by Assignor but agreed to be transferred to Assignee per the CD Titles Publishing Agreement dated April 9, 1997, especially under Clause 9.0 entitled, "Trademarks & Copyrights."


Whereas, Simply Magazine, Inc., a corporation of New Hampshire, having a place of business at 3 Fisher Mt. Rd., Campton, NH 03223, together with its successors and assigns, hereinafter called "Assignee", desires to acquire said marks and said registrations and applications per the CD Titles Publishing Agreement dated April 9, 1997, especially under Clause 9.0 entitled, "Trademarks & Copyrights."

Now therefore, for valuable consideration furnished by Assignee to Assignor, as outlined and fulfilled under the April 9, 1997 CD Titles Publishing Agreement, and sufficiency of which Assignor hereby acknowledges, Assignor hereby, with reservations:

1. Assigns, transfers, and conveys to Assignee Assignor's entire right, title, and interest in and to said marks, as set forth in said registrations and applications, the goodwill and business symbolized thereby, and said registration and applications described above.
2. Binds itself and its legal representatives and assigns, upon Assignee's reasonable request and at Assignee's expense, but without additional consideration to Assignor, to perform all acts reasonably serving to ensure that said registrations and applications shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by Assignor, its legal representatives and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful registrations, applications, documents, assignments, and affidavits in form and substance as may be requested by Assignee in order to effectuate this assignment and its recording.

This agreement was drafted by CD Titles Inc. Any dispute between the parties must be litigated in Grafton County, New Hampshire.

Date: February 9, 1998


Karen Uminski,
Vice President, CD Titles Inc.

State of New Hampshire
County of Grafton

Before me personally appeared Karen Uminski, to me known to be the person who is described in and who executed the above instrument, and acknowledged to me that she executed the same of her own free will and for the purpose therein set forth.


Notary

My Commission Expires: 3/01/01

Assignment of Trademarks: CD Titles Inc. to Simply Magazine Inc.
2.9.98


Karen Uminski

Exhibit 1: Assignment of Trademarks by CD Titles Inc.

US Trademarks

Simply Money	Registration # 1,977,964	Issued 6.4.96
Simply Tax	Registration # 1,975,483	Issued 8.20.96
Simply House	Registration # 2,010,845	Issued 10.22.96
Simply Kids	Registration # 2,012,537	Issued 10.29.96
Simply Citizen	Application # 74/605,064	Filed 12.1.94
Simply Business	Application # 75/368,297	Filed 10.6.97
Simply Sales	Application # 75/368,387	Filed 10.6.97
Simply Negotiations	Application # 75/368,490	Filed 10.6.97

Canadian Trademarks

Simply Money	Registration # 478,388	Issued 7.10.97
Simply House	Registration # 478,436	Issued 7.14.97
Simply Kids	Registration # 478,386	Issued 7.10.96
Simply Citizen	Application # 779,039	Filed 3.28.95

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Karen Uminski