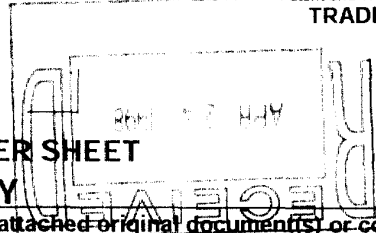


05-06-1998



100703546

COVER SHEET



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

83-74-C-4  
MEX

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

05/05/1998 SSMITH 00000007 75204756

01 FC:481 40.00 GP

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

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. Charges to deposit account are authorized, as indicated herein.

J. D. Harriman II

Name of Person Signing

Signature

3/30/98

Date Signed

**ASSIGNMENT OF TECHNOLOGY, COPYRIGHTS AND TRADEMARKS**

Pursuant to and subject to the terms and conditions of the Asset Purchase Agreement (the "Purchase Agreement") dated as of May 14, 1997 between TOC Holding Company, a Delaware corporation formerly known as TuneUp.com., Inc. ("TOC") and Quarterdeck Corporation ("Quarterdeck"), and for good and valuable consideration, receipt of which is hereby acknowledged, the undersigned, TOC hereby irrevocably transfers, conveys and assigns to Quarterdeck all of TOC's right, title and interest in and to the following:

(a) all trade secrets, discoveries, inventions, know-how, formulae, processes, procedures, drawings, plans, designs, features, data, research, records of inventions, computer software, source code, test information, market surveys, marketing know-how, patents, patent applications, patent rights and copyrights (whether registered or unregistered) owned by TOC or any rights TOC may have in such intellectual property, whether protected, created or arising under the laws of the United States or any other jurisdiction (all of the foregoing, "Technology"), including without limitation the following:

(i) any and all software products marketed or under development by or for TOC, including without limitation TuneUpdate, PCTuneUp and DataGarage, and all updates, upgrades or other modifications thereof (collectively, the "Products"), together with any and all patents, patent applications, patent rights, copyrights and trade secret rights of TOC in or relating to any of the foregoing (whether or not subject to statutory registration or protection and whether protected, created or arising under the laws of the United States or any other jurisdiction); and

(ii) any and all proprietary content utilized by TOC in connection with the TOC's existing website at the Internet address www.tunup.com and any website developed by TOC that will succeed to such Internet address and to deal in all respects with subscribers of the services offered through TOC's existing or successor website (the "Website"), and any and all software (in addition to the Products) directly or indirectly utilized by TOC in connection with the Website, including without limitation any and all patents, patent applications, patent rights, copyrights, and trade secret rights of TOC in or relating to any of the foregoing (whether or not subject to statutory registration or protection and whether protected, created or arising under the laws of the United States or any other jurisdiction); and

(b) all trademarks and servicemarks (whether registered or unregistered) and tradenames of TOC, including without limitation any registered or unregistered trademark or servicemark rights of TOC with respect to TuneUpdate, PCTuneUp and Subscriberware, together with all goodwill associated with such trademarks.

IN WITNESS WHEREOF, TOC Holding Company is executing this Assignment of Technology, Copyrights and Trademarks this 12th day of August, 1997.

TOC HOLDING COMPANY  
By: Richard S. Couch  
Name: RICHARD S. COUCH  
Title: CHIEF EXECUTIVE OFFICER