FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

05-06-1998



U.S. Department of Commerce

TRADEMARK

COVER SHEET					
100703546 ONLY					
TO: The Commissioner of Patents and Trademarks: Please record the attached original documents) or copy(ies).					
Submission Type	Conveyance Type				
XX New	XX Assignment License				
Resubmission (Non-Recordation) Document ID #	Security Agreement Nunc Pro Tunc Assignment				
Correction of PTO Error	Merger Effective Date Month Day Year				
Reel # Frame #	Change of Name				
Corrective Document Reel # Frame #	Other				
Conveying Party  Mark if additional names of conveying parties attached Execution Date					
	Month	Day Year			
Name TOC HOLDING COMPANY	08/12	2/97			
Formerly TuneUp.com., Inc.					
Individual General Partnership	Limited Partnership XX Corporation As	sociation			
Other					
XX Citizenship/State of Incorporation/Organization Delaware					
Receiving Party  Mark if additional names of receiving parties attached					
Name QUARTERDECK CORPORATION					
DBA/AKA/TA					
Composed of					
Address (line 1) 13160 Mindanao Way					
Address (line 2)					
Address (line 3) Marina del Rey	California 90292 State/Country Zip C	ode			
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					
Other	representative should be attached. (Designation must be a separate document from Assignment.)				
	document from Assignment.				

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) Information to:

REFIL: 1738 FRAME: 0591

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FORM PTO-16	BB !	Page 2	U.S. Department of Commerce Patent and Trademark Office	
OMB 0651-0027	resentative Name and Addres	CC	TRADEMARK	
Name		Enter for the first R	eceiving Party only.	
Name				
Address (line 1)				
Address (line 2)				
Address (line 3)				
Address (line 4)				
Corresponde	t Name and Address Area Code	e and Telephone Number	(310) 286-0377	
Name [	Gary A. Hecker			
Address (line 1)	HECKER & HARRIMAN			
Address (line 2)	2029 Century Park East, Suit	e 1600		
Address (line 3)	Los Angeles, California 9006	.7		
Address (line 4)				
Pages E	iter the total number of pages of th	ne attached conveyance do	ocument # 2	
including any attachments.				
Trademark Application Number(s) or Registration Number(s)  Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).				
	nark Application Number(s)		tration Number(s)	
75/204,756		2,114,208		
75/133,336				
Number of Pr	perties Enter the total number	of properties involved.	#[ 3	
Fee Amount	Fee Amount for Proper	ties Listed (37 CFR 3.41)	\$ 40.00	
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Statement and Signature  To the best of my knowledge and belief, the foregoing information is true and correct and any				
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J. D. Harriman II

Name of Person Signing

Date Signed

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## 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:

- 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:
  - 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 (whather 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
  - any and all proprietary content utilized by TOC in connection with the TOC's existing website at the Internet address www.tunsup.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 "Websita"), 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
- 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.

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TRADEMARK REEL: 1738 FRAME: 0593

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

TOCHOLDING COMPANY

Title: CHIEF EXECUTIVE OFFICER