



07-16-1998



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To the Honorable Commissioner of

100766231

Attached original documents or copy thereof.

MPO 7-9-98

1. Name of conveying party(ies):
 Chasada, a Pennsylvania Business Trust

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Business Trust

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Babbage's Etc. LLC
 Internal Address: _____
 Street Address: 2250 William D. Tate Ave
 City: Grapevine State: TX ZIP: 76051

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 22, 1997

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,345,205 1,553,597
1,547,310 1,345,315
1,569,315

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jay M. Dorman, Esq.
 Internal Address: Robinson Silverman
Pearce Aronsohn & Berman LLP
 Street Address: 1290 Avenue of the
Americas
 City: New York State: NY ZIP: 10104

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41):..... \$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

 (Attach duplicate copy of this page if paying by deposit account)

07/16/1998 NGUYEN 00000057 1345205
 01 FC:481 40.00 DP
 02 FC:482 100.00 DP

DO NOT USE THIS SPACE

9. 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.

Kristi A. Wilkens [Signature] July 6, 1998
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet:

ASSIGNMENT OF MARKS

WHEREAS, Chasada, a Pennsylvania Business Trust, ("ASSIGNOR") having its principal place of business at 2250 William D. Tate Avenue, Grapevine, Texas 76051 has adopted, used and has been using the marks described on Exhibit A attached hereto for retail store services in the field of computers, computer software, video games and cartridges, and related goods some of which have been registered with the U.S. Patent and Trademark Office and with foreign trademark offices; and

WHEREAS, Babbage's Etc. LLC, a Delaware Limited Liability Company, ("ASSIGNEE") having its principal place of business at 2250 William D. Tate Avenue, Grapevine, Texas 76051, desires to acquire said marks and the applications and registrations thereof and the goodwill of the business symbolized by said marks;

NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey to ASSIGNEE all right, title, and interest in and to said marks, all registrations and applications for registration of said marks including those specifically referenced above, together with the goodwill of the business symbolized by said marks, and the right to recover for past infringement. ASSIGNOR represents and warrants that it has not previously assigned, licensed or conveyed any interest in said marks. ASSIGNOR agrees to execute any further lawful documents needed to give full force and effect to this instrument.

This Assignment is effective as of November 26, 1996.

Signed this 22nd day of January, 1997.

Chasada,
a Pennsylvania Business Trust

By: Opal P. Ferraro

Printed Name: Opal P. Ferraro

Title: Chairman

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on this 20th day of Jan, by Ornel Ferraro, Vice President of Chasada, a Pennsylvania Business Trust, on behalf of said corporation.

In witness whereof, I hereunto set my hand and official seal this 20th day of Jan, 19 97.

Amy Westbrook
Notary Public in and for the State of Texas
My Commission Expires: 11/2/2000

EXHIBIT A

MARK	FILING DATE	SERIAL NUMBER	REG. NO.	REG. DATE	STATUS
Babbages	08/18/83	439,907	1,345,205	06/25/85	Section 8 and 15 Affidavits ack'd 10/13/91. Renewal due 06/25/05.
Babbages	01/07/85	615,423	1,345,315	06/25/85	Section 8 and 15 Affidavits ack'd 10/21/91. Renewal due 06/25/05.
America's Software Headquarters	02/22/88	712,344	1,547,310	07/11/89	Renewal due 07/11/09.
Babbages	02/22/88	712,513	1,569,315	12/05/89	Renewal due 12/05/99.
America's Software Headquarters		771,096	1,553,597	8/29/89	Renewal Due 7/11/09

EXHIBIT A

MARK	FILING DATE	SERIAL NUMBER	REG. NO.	REG. DATE	STATUS
Babbage's in Class 9 (U.K.)	07/05/90	1,434,176	1,434,176	07/05/90	Renewal due 7/5/97
Babbage's in Class 16 & 42 (Canada)	10/15/93	739,041	460,932	8/9/96	Renewal due 8/9/2011
Your Software Headquarters (Canada)	4/14/94	751,800	463,533	9/20/96	Renewal due 9/20/2011
Babbage's in Class 42 in Mexico	03/23/94	194,405	461,109	5/19/94	Proof of use due 5/19/97; renewal due 3/23/04
Babbage's in Class 16 in Mexico	03/23/94	194,434	464,323	6/22/94	Proof of use due 6/22/97; renewal due 3/23/04
PENDING APPLICATIONS					

EXHIBIT A

MARK	FILING DATE	SERIAL NUMBER	REG. NO.	REG. DATE	STATUS
Intersource	10/7/94	74/610,132			Statement of Use due 4/8/97
Intersource (Canadian)	9/22/94	764,342			Deadline to pay registration fee & file declaration 9/22/97