

07-16-1998



100766230

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To the Honorable Commissioner of Pat.

Send original documents or copy thereof.

MEP 7-9-98

1. Name of conveying party(ies):
 Foothill Capital Corporation, a California Corporation, as agent for itself and others

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

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 Release of Security Interest
in Intellectual Property
 Execution Date: January 31, 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)

DO NOT USE THIS SPACE

07/16/1998 NGUYEN 00000056 1345205

01 FC:481
02 FC:482

40.00 OP
100.00 OP

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
Name of Person Signing

July 6, 1998
Date

Total number of pages comprising cover sheet:

**RELEASE OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

WHEREAS, as of September 16, 1996, CHASADA, a Pennsylvania business trust, operating as a debtor-of-possession granted to Foothill Capital Corporation, a California corporation, as agent for itself and other lenders ("Foothill") a security interest in certain intellectual property, including without limitation the registered and pending Service Marks more particularly described in Exhibit "A" attached hereto and made a part hereof for all purposes (the "marks"); and

WHEREAS, notice of such security interest was recorded in the United States Patent and Trademark Office on September 26, 1996, under reel/frame: 1506/0094 (the "Notice"); and

WHEREAS, Foothill no longer has or asserts any security interest, lien or other claim in or to the marks;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, Foothill hereby releases and discharges the marks from all security interests, liens and claims as evidenced by the Notice or otherwise.

EXECUTED this 31~~st~~ day of January, 1997.

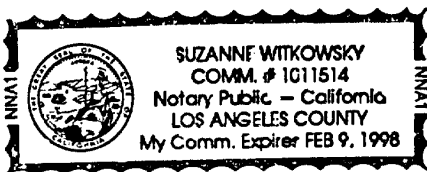
FOOTHILL CAPITAL CORPORATION,
a California corporation, as agent for itself
and other lenders

By: *Kurt Marsden*
Its: ASSISTANT VICE PRESIDENT

STATE OF CALIFORNIA §

COUNTY OF Los Angeles §

This instrument was acknowledged before me on the 5 day of February, 1997, by Kurt Marsden, A.V.P. of Foothill Capital Corporation, a California corporation, as agent for itself and other lenders, on behalf of said corporation.



Suzanne Witkowsky
Notary Public, State of California

Exhibit "A"

REGISTERED SERVICE MARKS

<u>Service Marks</u>	<u>Registration Date</u>	<u>Registration No.</u>
Babbage's Software For The Home	06/25/85	1,345,205
Babbage's	06/25/85	1,345,315
America's Software Headquarters	07/11/89	1,547,310
Babbage's	12/05/89	1,569,315
America's Software Headquarters	08/29/89	1,553,597
Babbage's (U.K. Reg. Class 16)	07/05/90	1,434,176
Babbage's (Canadian Reg. Class 16 and 42)		460,932

PENDING SERVICE MARKS

<u>Trademarks</u>	<u>Filing Date</u>	<u>Serial No.</u>
Your Software Headquarters		
Babbage's (U.K. Reg. Class 9)		
Babbage's (Mexican Reg. Class 16)		
Babbage's (Mexican Reg. Class 42)		

ROBINSON SILVERMAN PEARCE ARONSOHN & BERMAN LLP

1290 AVENUE OF THE AMERICAS

NEW YORK, NEW YORK 10104

(212) 541-2000

FACSIMILE: (212) 541-4630

WRITER'S DIRECT NUMBER:

212-541-2108

WRITER'S DIRECT FACSIMILE:

212-541-1446

July 6, 1998

CERTIFIED MAIL - RRR

Honorable Commissioner of
Patents and Trademarks
Washington, D.C. 20231

Re: Trademark Registration Nos.: 1,345,205, 1,345,315, 1,547,310,
1,553,597 and 1,569,315

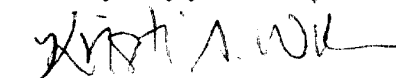
Dear Commissioner:

Enclosed please find the following in connection with the above-referenced
marks:

1. Recordation Form, together with Assignment of Marks from Chasada to Babbage's Etc. LLC;
2. Recordation Form, together with Release of Security Interest in Intellectual Property from Foothill Capital Corporation to Chasada;
3. Revocation/Appointment of Power of Attorney (5) revoking all previous powers of attorney and appointing Jay M. Dorman as the attorney of record for the above marks; and
4. The required filing fees.

Please feel free to call me with any questions.

Very truly yours,


Kristi A. Wilkens

encl.

cc: Jay M. Dorman, Esq.

10762-00002/631733.1

RECORDED: 07/09/1998

TRADEMARK
REEL: 1754 FRAME: 0502