



08-17-1998

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Form PTO-1594  
1-3-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

R

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Explore Technologies, Inc.

MRD 8-12-98

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

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

2. Name and address of receiving party(ies):

KKE/Explore Acquisition Corp.  
1250 45th Street, Suite 150  
Emeryville, California 94608

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

If assignee is not domiciled in the United States, a domestic representative designation is attached?  Yes  No  
Additional name(s) of address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 22, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

74/728,314  
75/976,889

B. Trademark registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

ERNARD R. GANS, ESQ.  
Deffer, Mangels, Butler & Marmaro LLP  
2121 Avenue the Stars, Tenth Floor  
Los Angeles, California 90067-5010

6. Total number of applications and registrations involved: [ 2 ]

7. Total fee (37 CFR 3.41) \$80.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 10-0440

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

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

BERNARD R. GANS

Name of Person Signing

*Bernard R. Gans*

Signature

August 10, 1998

Date

Total number of pages conveying cover sheet: [ 8 ]

DME No. 0651-0011 (rev. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

09/02/1998 BNGUYEN 00000115 74728314

01 FC:401  
02 FC:402  
03 FC:998  
Public burden reporting for this cover sheet is estimated to average about 30 minutes per document to be recorded, including gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

TRADEMARK  
REEL: 1776 FRAME: 0662

**ASSIGNMENT**  
**(Intellectual Property)**

ASSIGNOR: Explore Technologies, Inc.  
(Delaware Corporation)  
2880 Lakeside Drive, Suite 112  
Santa clara, California 95054

ASSIGNEE: KKE/Explore Acquisition Corp.  
(Delaware Corporation)  
1250 45th Street, Suite 150  
Emeryville, California 94608

**ASSIGNED SUBJECT MATTER**

All intellectual property in which ASSIGNOR has any right, title, or interest, including but not limited to all "Patents" (hereinafter defined), all "Marks" (hereinafter defined), all "Copyrights" (hereinafter defined), all "Confidential Information" (hereinafter defined), and all "Related Rights" (hereinafter defined).

I. "Patents" is defined to include all concepts, ideas, designs, inventions (whether patentable or not), techniques, all U.S. and foreign patent applications, and all U.S. and foreign patents, including but not limited to the items listed in Schedule A.

II. "Marks" is defined to include all words, names, logos, symbols, trade names, source indicating indicia, trade dress, trademarks, marks, U.S. and foreign applications to register marks, and U.S. and foreign registrations, including but not limited to the items in Schedule B.

III. "Copyrights" is defined to include all copyrights, U.S. and foreign, whether registered or not, including but not limited to the copyrights in ASSIGNOR's business documents and files, customer documents and files, product designs and packaging, advertising, promotional material, and products (whether developed or in development), including but not limited to the items in Schedule C.

IV. "Confidential Information" is defined to include, but not limited to, confidential information, financial information, member lists and information, marketing information, financial

and technical trade secrets, techniques, processes, and know-how, including but not limited to the items in Schedule D.

V. Related Rights

A. All goodwill of the business symbolized by the Marks:

B. All rights and causes of action to enforce the rights associated with each item of ASSIGNED SUBJECT MATTER in all countries, including all rights to claim and recover damages and compensation for past or continuing infringements of or violation of rights to any item of ASSIGNED SUBJECT MATTER in all relevant jurisdictions.

NOW, THEREFORE, as part of the transfer of all business to which the ASSIGNED SUBJECT MATTER is related, and for good and valuable consideration, the receipt of which from ASSIGNEE is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over to ASSIGNEE, its successors and assigns, the entire right, title and interest in and to each and every item of said ASSIGNED SUBJECT MATTER.

ASSIGNOR hereby covenants that ASSIGNOR has full right to convey the entire interest herein assigned and that ASSIGNOR has not executed and will not execute any agreement in conflict herewith.

ASSIGNOR hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States to issue the ASSIGNED SUBJECT MATTER to the ASSIGNEE, its successors and assigns, in accordance with the terms of this instrument.

ASSIGNOR further agrees that it will communicate to ASSIGNEE any facts known to ASSIGNOR respecting the ASSIGNED SUBJECT MATTER, and testify in any legal proceeding, sign all lawful papers, make all rightful oaths and declarations, and generally do everything reasonably possible to aid ASSIGNEE to perfect title to, and obtain and enforce in all countries the properties and rights which comprise the ASSIGNED SUBJECT MATTER.

Accepted as of July 22, 1998.

ASSIGNEE: KKE/Explore Acquisition Corp.

By: 

Name: Stanley E. Maron

Title: Secretary

STATE OF CALIFORNIA )  
 ) SS.  
COUNTY OF Los Angeles )

On July 23, 1998, before me LaiLee Foroutan Notary Public, personally appeared Stanley E. maron, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.



LaiLee Foroutan  
Notary Public  
COMMISSION EXPIRES

IN TESTIMONY WHEREOF, ASSIGNOR has executed this Assignment as of July 16, 98.

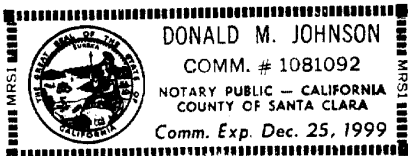
ASSIGNOR: Explore Technologies, Inc.

By: David A. Brewer  
Name: DAVID A. BREWER  
Title: President & CEO

STATE OF CALIFORNIA )  
 ) SS.  
COUNTY OF SANTA CLARA )

On JULY 16, 1998, before me DONALD M JOHNSON Notary Public, personally appeared DAVID R. BREWER, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

[Notarial Seal]



Donald M. Johnson  
Notary Public  
COMMISSION EXPIRES 12-25-99

SCHEDULE A  
("Patents")

U.S. Pat. No. 5,686,705 (issued November 11, 1997)  
U.S. Pat. Appl. Ser. No. 08/754,310 (filed November 21, 1996)  
PCT International Appl. No. PCT/US97/01717 (filed February 11, 1997)  
PCT International Appl. No. PCT/US97/20495 (filed November 11, 1997)

SCHEDULE B  
("Marks")

The tradename Explore Technologies, Inc.

The mark NEARTOUCH and U.S. application Ser. Nos. 74/728,314, and 75,976,889

The marks:

ODYSSEY  
THE WORLD'S FIRST ATLASPHERE  
METROPOLIS  
GEOZONE  
GEOMANIA  
UPS AND DOWNS  
LETTER PERFECT  
GLOBAL STUMPER  
EUREKA  
SOLOTREK

SCHEDULE C  
("Copyrights")

No specific items are being listed or identified.

SCHEDULE D  
("Confidential Information")

No specific items are being listed or identified.