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FORM PTO-1613A

09-18-1998

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



100834344

08-14-1998

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Patent & TMO's/TM Mail Rpt Dt. #10

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

MRD 8-14-98

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
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Software Etc. Stores, Inc.

Formerly Software Etc. Inc.

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Babbage's Etc. LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2250 William D. Tate Avenue

Address (line 2) _____

Address (line 3) Grapevine

City

Texas

State/Country

76051

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association

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.)

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Delaware

09/18/1998 VBROWN 00000001 1707460

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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

TRADEMARK
REEL: 1791 FRAME: 0810

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)

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| <input type="text" value="1,707,460"/> | <input type="text"/> | <input type="text"/> |
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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.

Colette A. Goodkin

Colette A. Goodkin

8/10/98

Name of Person Signing

Signature

Date Signed

EXHIBIT A

| <u>MARK</u> | <u>REGISTRATION NO.</u> | <u>REGISTRATION DATE</u> | <u>STATUS</u> |
|-------------|-------------------------|--------------------------|---|
| GAMESTOP | 1,707,460 | August 11, 1992 | Section 8 and 15 Affidavits due by August 11, 1998. |

ASSIGNMENT OF MARK

WHEREAS, Software Etc. Stores, Inc., a Delaware corporation ("ASSIGNOR"), having its principal place of business at 2250 William D. Tate Avenue, Grapevine, Texas 76051, has adopted, used and has been using the mark described on Exhibit A attached hereto for retail store services in the field of computers, computer software, video games and cartridges, and related goods, which has been registered with the U.S. Patent and Trademark Office; 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 mark and the application and registration thereof and the goodwill of the business symbolized by said mark;

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 mark, all registration and application for registration of said mark including that which is specifically referenced above, together with the goodwill of the business symbolized by said mark, 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 mark. 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 7th day of August, 1998.

SOFTWARE ETC. STORES, INC.

By: Opal Ferraro
Name: Opal Ferraro
Title: Vice President

STATE OF Texas §
COUNTY, OF Tarrant §

This instrument was acknowledged before me on this 7th day of August, 1998 by Opal Ferrara VP-CFO of Software Etc. Stores, Inc., on behalf of said corporation.

In witness whereof, I hereunto set my hand and official seal this 7th day of August, 1998.

Amy Westhook
Notary Public in and for the State of

My Commission Expires 11/2/2000