

M RD 3-22-99

03-26-1999

Form PTO-1594
(Rev. 6-93)

RECORDATION FORM
TRADEMARK



DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks:

100994562

or copy thereof.

1. Name of conveying party(ies):
Diatrobe Corp.

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

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

2. Name and address of receiving party(ies):
Name: **Cranium, Inc.**
Internal Address: **433 Melbourne Tower**
Street Address: **1511 Third Avenue**
City: **Seattle** State: **Washington** ZIP: **98101**

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

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: **February 4, 1999**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/433994

Additional numbers attached? Yes No

B. Trademark Registration
No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Robert C. Cumbow**
Internal Address: **Perkins Coie LLP**
Street Address: **1201 Third Avenue, 40th Floor**
City: **Seattle** State: **WA** ZIP: **98101**

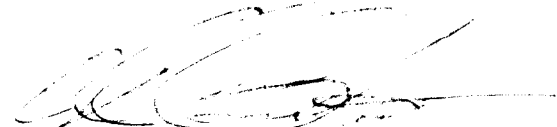
6. Total number of applications and registrations involved: **30**

7. Total fee (37 CFR 3.41):.....\$ **765.00**
 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

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.

Robert C. Cumbow  **3/18/99**

Name of Person Signing Signature Date

03/25/1999 JSHABAZZ 00000243 75433994

01 FC:481 40.00 DP
02 FC:482 725.00 DP

Total number of pages comprising cover sheet, attachments and document: **7**

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and 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.

ATTACHMENT TO RECORDATION FORM COVER SHEET

Assignor: Diatribe Corp.

Assignee: Cranium, Inc.

Serial No.
75/445986
75/444226
75/539570
75/444229
75/437430
75/515324
75/523686
75/526853
75/523687
75/516857
75/539729
75/444227
75/444225
75/444423
75/444228
75/539728
75/450681
75/517058
75/539569
75/444424
75/444414
75/483666
75/445989
75/445988
75/444415
75/539734
75/539552
75/539556
75/445987

ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, Diatribe Corp. ("Assignor"), a Washington corporation with its principal place of business at 433 Melbourne Tower, 1511 Third Avenue, Seattle, Washington 98101, has common law rights in the marks that are the subject of this assignment and is the owner of the trademark and service mark registrations set forth in Exhibit 1 and incorporated herein by reference; and

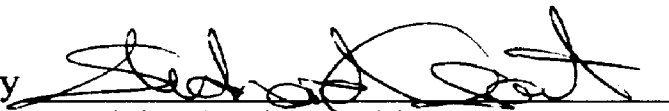
WHEREAS, Assignor is also the owner of the pending intent-to-use trademark and service mark applications set forth in Exhibits 2 and 3 and incorporated herein by reference; and

WHEREAS, Cranium Inc. ("Assignee"), a Washington corporation with its principal place of business at 433 Melbourne Tower 1511 Third Avenue, Seattle, Washington 98101, is desirous of acquiring said common law rights, registrations, applications and the goodwill associated therewith, and is a successor to the business of the Assignor, or portion, thereof, to which the mark pertains,

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the marks set forth in Exhibits 1, 2 and 3, together with that portion of its business relating to the marks and the goodwill appurtenant thereto.

Signed this 4th day of FEB, 1999

DIATRIBE CORP.

By 
Richard Tait, President

STATE OF WASHINGTON)
)
COUNTY OF KING) ss.

On the 4th day of February, 1999, before me personally appeared Richard Tait, the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he is the President of Diatribe Corp., the corporation described in and which executed the foregoing instrument, that he has signed said instrument as a free act on behalf of said corporation, and that he has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me this 4th day of February, 1999, by RICHARD TAIT.



Carolyn S. Storie
NOTARY PUBLIC in and for the State of
Washington, residing at Seattle
My Appointment Expires: 4-1-99
CAROLYN S. STORIE

EXHIBIT 1
REGISTRATIONS

Country	Trademark	Registration No.	Class	Filing Date
Australia	CRANIUM	760204	28	April 21, 1998

EXHIBIT 2U.S. PENDING "INTENT-TO-USE" APPLICATIONS

Trademark	Serial No.	Class	Filing Date
✓ BRAINWAVE	75/433994	28	February 13, 1998
✓ CAMEO	75/445986	28	March 6, 1998
✓ CLOODLE	75/444226	28	March 4, 1998
✓ CLUB CRANIUM	75/539570	42	August 20, 1998
✓ COPYCAT	75/444229	28	March 4, 1998
✓ CRANIUM	75/437430	28	February 20, 1998
✓ CRANIUM CLAY	75/515324	28	July 8, 1998
✓ CRANIUM CLUB	75/523686	42	July 22, 1998
✓ CRANIUM CONTRIBUTOR	75/526853	9	July 28, 1998
✓ CRANIUM CONTRIBUTOR	75/523687	28	July 22, 1998
✓ CRANIUM CONTRIBUTOR	75/516857	42	July 10, 1998
✓ CREATIVE CAT	75/539729	28	August 20, 1998
✓ FACTOID	75/444227	28	March 4, 1998
✓ GIGGLEBUSTER	75/444225	28	March 4, 1998
✓ GNILLEPS	75/444423	28	March 4, 1998
✓ HUMDINGER	75/444228	28	March 4, 1998
✓ KID CRANIUM	75/539728	28	August 20, 1998
✓ LEXICON	75/450681	28	March 16, 1998
✓ PLANET CRANIUM	75/517058	28	July 10, 1998
✓ PLAY WITH YOUR BRAIN	75/539569	28	August 20, 1998
✓ POLYGRAPH	75/444424	28	March 4, 1998
✗ SCULPTERADE	75/444414	28	March 4, 1998
✓ SCULPTORADES	75/483666	28	May 12, 1998
✓ SELECTAQUEST	75/445989	28	March 6, 1998
✓ SENSOSKETCH	75/445988	28	March 6, 1998
✓ SPELLBOUND	75/444415	28	March 4, 1998
✓ STAR PERFORMER	75/539734	28	August 20, 1998
✓ THE GAME FOR YOUR WHOLE BRAIN	75/539552	28	August 20, 1998
✓ WORD WORM	75/539556	28	August 20, 1998
✓ ZELPUZ	75/445987	28	March 6, 1998

EXHIBIT 3

FOREIGN PENDING APPLICATIONS

Country	Trademark	Application No.	Class	Filing Date
Australia	CREATIVE CAT	775547	28	October 14, 1998
Australia	STAR PERFORMER	775546	28	October 14, 1998
Australia	WORD WORM	775545	28	October 14, 1998
Canada	CRANIUM	875,379	n/a	April 17, 1998
Canada	CREATIVE CAT	893,799	n/a	October 19, 1998
Canada	STAR PERFORMER	893,893	n/a	October 20, 1998
Canada	WORD WORM	893,891	n/a	October 20, 1998
CTM*	CRANIUM	825489	28	May 14, 1998
United Kingdom	CREATIVE CAT	2179656	28	October 15, 1998
United Kingdom	STAR PERFORMER	2179652	28	October 15, 1998
United Kingdom	WORD WORM	2179654	28	October 15, 1998

* Applications filed in European Union at OHIM.

CERTIFICATE OF MAILING

I CERTIFY that on March 19, 1999, I mailed (via U.S. Express Mail #EL105607872US) the attached RECORDATION FORM COVER SHEET WITH ATTACHMENT and ASSIGNMENT OF TRADEMARK RIGHTS to:

Assistant Commissioner of Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231



Debbie West

[SL990760.128]

RECORDED: 03/22/1999

TRADEMARK
REEL: 1874 FRAME: 0255