

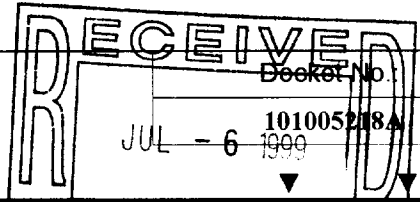
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7.6.99

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To the Honorable Commissioner of Pat. **101084912**

attached original documents or copy thereof.

1. Name of conveying party(ies):

Circus Distribution, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: **March 9, 1999**

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

Name: **Diaxis, LLC**

Internal Address:

Street Address: **1330 East Franklin Avenue**

City: **El Segundo** State: **CA** ZIP: **90245**

- 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

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

A. Trademark Application No.(s)

See attached list

B. Trademark Registration No.(s)

See attached list

Additional numbers attached? Yes No

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

Name: **Tawnya R. Wojciechowski, Esquire**

Internal Address:

Street Address: **650 Town Center Drive, 4th Floor**

City: **Costa Mesa** State: **CA** ZIP: **92626**

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

7

7. Total fee (37 CFR 3.41):.....\$ **\$190.00**

- Enclosed
- Deficiencies** Authorized to be charged to deposit account

8. Deposit account number:

500209

07/06/1999 DNGUYEN 00000307 1795090

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(25.00 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.

Tawnya R. Wojciechowski

Name of Person Signing

Signature

June 30, 1999

Date

TRADEMARK

SCHEDULE A

TRADEMARK REGISTRATIONS AND PENDING APPLICATIONS

A. United States Registrations and Applications

<u>Trademark</u>	<u>Application Serial No. or Registration No.</u>	<u>Filing/Registration Date</u>	<u>Goods</u>
DROORS	Reg. 1,795,090	Reg. Sept. 28, 1993	Class 25
DROORS Block "D"	App. 75/277632	Filed April 21, 1997	Class 25
dub	App. 75/463294	Filed April 6, 1998	Class 25
dub Logo	App. 75/465595	Filed April 7, 1998	Class 25
dub Logo with Graphics	App. 75/471416	Filed April 16, 1998	Class 25
dub Weather Icon	Reg. 2,158,787	Reg. May 19, 1998	Class 25
DUBELU	Reg. 1,919,869	Reg. Sept. 19, 1995	Class 25

TRADEMARK ASSIGNMENT

WHEREAS, Circus Distribution, Inc. ("Circus"), a California corporation, having its principal offices at 1333 Keystone Way, Unit A, Vista, California 92083 is the owner of record of certain trademarks, good will symbolized by said trademarks and certain domain names (the "ASSETS"); and

WHEREAS, Diaxis, LLC ("Diaxis"), a California limited liability company, having its principal offices at 815 North Nash Street, El Segundo, California 90245, has acquired all right, title and interest in and to said ASSETS pursuant to that certain Asset Purchase Agreement with Circus dated December 11, 1998;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Circus hereby assigns to Diaxis all right, title and interest in and to the trademarks listed in Schedule A hereto in every country in the world, including all right, title and interest in and to any registration, application for registration, and domain name listed in Schedule B hereto together with the goodwill of the business symbolized by said ASSETS and the registrations and applications for registration listed in Schedule B.

Signed at ^{VISTA} San Diego, California on this 9th day of March, 1999.

TRANSFEROR

CIRCUS DISTRIBUTION, INC., a California corporation

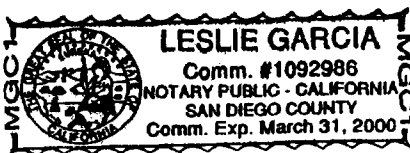
By: Clayton Blehm
Clayton Blehm, Chief Financial Officer

State of California
County of San Diego

On March 9, 1999, before me, Leslie Garcia, Notary Public personally appeared Clay Blehm (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 executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Leslie Garcia
(Signature of Notary)



TRADEMARK