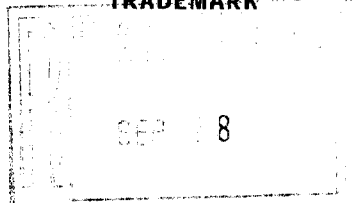


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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

Submission Type

New

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Document ID #

Correction of PTO Error  
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Reel #  Frame #

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

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.)

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TRADEMARK

REEL: 001966 FRAME: 0926

**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)**

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2-248-869"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**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.

William A. Jones

September 24, 1999

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF REGISTERED TRADEMARK

WHEREAS, **Smoking Car Productions, Inc.**, a California corporation, of 21515 Hawthorne Boulevard, Torrance, CA 90503 has adopted, used and is using a mark which is registered with the United States Patent and Trademark Office, Registration Number 2-248-869, dated June 1, 1999, as previously assigned to it by **Broderbund Software, Inc.**, a Delaware corporation, 500 Redwood Blvd., Novato, CA 94948; and,

WHEREAS, **Phoenix Licensing, Inc.** a California corporation, of 21515 Hawthorne Boulevard, Torrance, CA 90503 is desirous of acquiring said mark and the registration thereof:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **Smoking Car Productions, Inc.** does hereby assign unto the said **Phoenix Licensing, Inc.** all rights, title and interest in and to the said mark, together with all the good will of the business symbolized by the mark, and the above identified registration thereof.

Mark Assigned:

The Last Express  
Registration Number 2-248-869  
Dated June 1, 1999

September 24, 1999

SMOKING CAR PRODUCTIONS, INC.  
A California corporation

By: *William A. Jones*  
Name: William A. Jones  
Title: Assistant Secretary

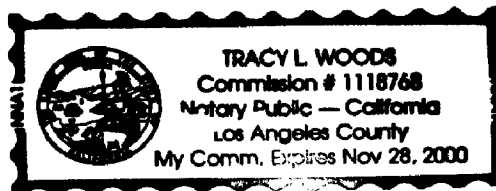
State of California

County of Los Angeles

On September 24, 1999, before me *Tracy L. Woods*, a notary public in and for said State, personally appeared **William A. Jones**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose names(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity on behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature *Tracy L. Woods*



(Seal)