

12-01-1999



DCI-47591/47592

11-22-1999

101211970

D

To the Honorable _____ and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

BoxTop Interactive, Inc.

*MWD
11.22.99*

- Individual(s)
- General Partnership
- Corporation-State - California
- Other _____

- Association
- Limited Partnership

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

3. Nature of Conveyance:

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

Execution Date: February 13, 1998

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

Name: Digital Coast, Inc.

Internal Address: _____

Street Address: 9595 Wilshire Blvd., Suite 900

City Beverly Hills, State CA ZIP 90210

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California non-profit
- Other _____

If assignee is not domiciled in the United States, a domestic representative

designation is attached: Yes No

(Designation 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)

75/429,704
75/429,705

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: I. Morley Drucker, Esq.

Internal Address: _____

FULWIDER PATTON LEE & UTECHT, LLP

Street Address: 10877 Wilshire Boulevard

10th Floor

City: Los Angeles, State: CA ZIP 90024

6. Total No. of applications and registrations involved 2

7. Total fee (37 CFR 3.41):.....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account
- Any deficiencies in enclosed fees

8. Deposit account number: 06-2425

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

11/30/1999 DNGUYEN 00000273 75429704

FC:431 40.00 00
FC:462 25.00 00

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.

I. Morley Drucker, Esq.

Name of Person Signing

Signature

November 17, 1999

Date

ASSIGNMENT OF APPLICATION FOR REGISTRATION OF A MARK

WHEREAS, BoxTop Interactive, Inc., a California corporation of 10960 Wilshire Boulevard, Suite 1550, Los Angeles, California 90024 (hereinafter "Assignor") has adopted and is using the mark DIGITAL COAST (the "Mark") for which said assignor has filed application in the United States Patent and Trademark Office for registration on February 5, 1998, under Docket No. BOXTO-47591 of Fulwider Patton Lee & Utecht, LLP, a law firm having an address at 10877 Wilshire Boulevard, Tenth Floor, Los Angeles, California 90024, and

WHEREAS, said application has not received a serial No. but when a serial no. is given to said application, it will be inserted in the space provided, as follows: 75/429,704 ;

WHEREAS, Digital Coast, Inc., a California non-profit corporation of 9665 Wilshire Boulevard, Suite 900, Beverly Hills, California 90210, (hereinafter "Assignee") is desirous of acquiring said Mark;

WHEREAS, Assignor has commenced the use of the Mark in a portion of its business, and that portion of its business is ongoing and existing;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said BoxTop Interactive, Inc. does hereby assign unto the said Digital Coast, Inc. all right, title, and interest in and to said Mark, together with the goodwill of the business symbolized by the Mark, and the above-identified application for registration of said Mark.

The Commissioner of Patents and Trademarks is requested to issue the certificate of registration to said assignee.

BOXTOP INTERACTIVE, INC.

Date: 2-13-98

By 
Kevin Wall
Chief Executive Officer

[NEED TO ATTACH NOTARY ACKNOWLEDGMENT FORM AS A SEPARATE PAGE]

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On February 13, 1998 before me, V. Monica Mandel
Date Name and Title of Officer (Not "Jane Doe, Notary Public")

personally appeared Kenn Michael Wall
Name(s) of Signer(s)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/hor/their authorized capacity(ies), and that by his/hor/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.
[Signature]
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Assignment of Applicant for Residence of Mark

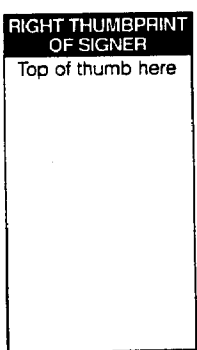
Document Date: February 13, 1998 Number of Pages: 2 Unknown

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: Kenn Wall

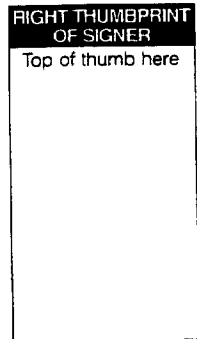
- Individual
- Corporate Officer
- Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer
- Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

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WHEREAS, said application has not received a serial No. but when a serial no. is given to said application, it will be inserted in the space provided, as follows: 75/429,705;

WHEREAS, Digital Coast, Inc., a California non-profit corporation of 9665 Wilshire Boulevard, Suite 900, Beverly Hills, California 90210, (hereinafter "Assignee") is desirous of acquiring said Mark;

WHEREAS, Assignor has commenced the use of the Mark in a portion of its business, and that portion of its business is ongoing and existing;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said BoxTop Interactive, Inc. does hereby assign unto the said Digital Coast, Inc. all right, title, and interest in and to said Mark, together with the goodwill of the business symbolized by the Mark, and the above-identified application for registration of said Mark.

The Commissioner of Patents and Trademarks is requested to issue the certificate of registration to said assignee.

BOXTOP INTERACTIVE, INC.

Date: 2-13-98

By 
Kevin Wall
Chief Executive Officer

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CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On February 13, 1998 before me,

V. Monica Mandel
Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Kenneth Michael Wall

Name(s) of Signer(s)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(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 upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

[Signature]
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Assignment of Appellate in Register of Deeds

Document Date: February 13, 1998 Number of Pages: 2 Acknow

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: Kenneth Wall

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer Is Representing: _____