

01-04-2000



101236117

mrs

12.14.99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

RECEIVED
DEC 14 PM 2:15
BPR/FINANCE

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

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
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
11 24 1999

Conveying Party

Mark if additional names of conveying parties attached

Name ESI Software, Inc.

Execution Date
Month Day Year
11 24 1999

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Macromedia, Inc.

DBA/AK/TA _____

Composed of _____

Address (line 1) 600 Townsend Street, Suite 310

Address (line 2) _____

Address (line 3) San Francisco CA 94103
City State/Country ZIP Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other Delaware
- Citizenship/State of Incorporation/Organization _____

01/03/2000 DNGUYEN 00000068 75235430

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 175.00 OP

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 gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027. Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002005 FRAME: 0766

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 (650) 494-0600

Name Tanda L. Neundorf, Esq.
Address (line 1) Fenwick & West LLP
Address (line 2) Two Palo Alto Square, Suite 800
Address (line 3) Palo Alto, CA 94306
Address (line 4) _____

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 2

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) |
|---------------------------------|-------------------------------|
| <u>75235430</u> | <u>1977161</u> <u>1977165</u> |
| <u>75235431</u> | <u>1977162</u> <u>1792422</u> |
| _____ | <u>1977164</u> <u>1876139</u> |

Number of Properties

Enter the total number of properties involved. # 8

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 215.00

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

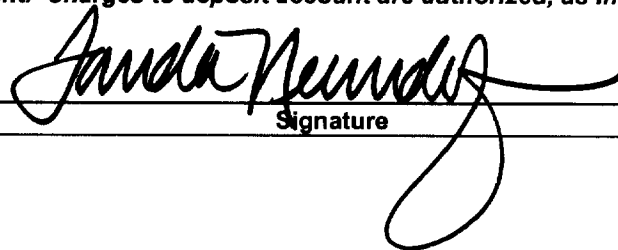
Deposit Account Number: # 50-0261

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.

Tanda L. Neundorf, Esq.
Name of Person Signing



Signature

December 14, 1999
Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, ESI Software, Inc., a California corporation with a principal place of business at 5927 Priestly Drive, Suite 101, Carlsbad, California, 92008, is the owner of the following trademark registrations and applications now pending at the United States Patent and Trademark Office:

| Mark | Registration No. | Registration Date |
|-------------|------------------|--------------------|
| PBBUILDER | 1,977,162 | May 28, 1996 |
| PBCATALOG | 1,977,164 | May 28, 1996 |
| PBPLUS | 1,977,165 | May 28, 1996 |
| PBPRO | 1,977,161 | May 28, 1996 |
| PRISM | 1,792,422 | September 14, 1993 |
| PRODUCTBASE | 1,876,139 | January 24, 1995 |

| Mark | Application Serial No. | Application Filing Date |
|--------------------|------------------------|-------------------------|
| DRUMBEAT | 75/235,431 | February 3, 1997 |
| ELEMENTAL SOFTWARE | 75/235,430 | February 3, 1997 |

WHEREAS, Macromedia, Inc., a Delaware corporation with a principal place of business at 600 Townsend Street, Suite 310, San Francisco, California 94103, is desirous of acquiring said trademarks, registrations and applications,

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ESI Software, Inc. does hereby assign unto Macromedia, Inc. all right, title and interest, including common law rights, in the United States of America and all other countries and jurisdictions of the world in and to said trademarks, registrations and applications together with the goodwill of the business symbolized by said trademarks and registrations and applications thereof.

Signed at San Francisco, CA, this 24th day of November, 1999.

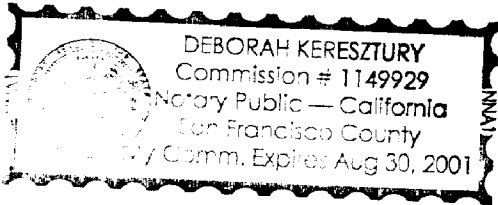
ESI Software, Inc.

By: Loren E. Hillberg
Name: Loren E. Hillberg
Title: Vice President

State of California
County of San Francisco

On this 24 day of November, 19 99, before me, Deborah Keresztury, a Notary Public in and for the State of California, personally appeared Loren F. Hillbery, 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.



Deborah Keresztury
Notary Public