

03-06-2000



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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
- 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 Assignment of Security Interest

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)

- Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

03/03/2000 BCDATES 00000164 2024819

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002030 FRAME: 0191

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2024819"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2024820"/>	<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.

Joseph N. Welch

1/24/2000

Name of Person Signing

Signature

Date Signed

Christine Smola

NOTICE OF ASSIGNMENT OF SECURITY INTEREST - TRADE MARKS

BETWEEN:

TCE CAPITAL CORPORATION

Grantor

-and-

VICTORIA L. BRADBURN

Grantee

WHEREAS the Grantor has a security interest in and to the Trade Marks set forth in the annexed Schedule "A" and in and to the goodwill associated therewith (collectively, the "Trade Marks");

AND WHEREAS the Grantor has assigned its security interest to the Grantee in respect of the Trade Marks (together with other assets) pursuant to an assignment agreement between the Grantor and the Grantee dated the 3rd day of November, 1998 (the "Agreement");

AND WHEREAS the parties hereto are desirous of registering a notice of the transfer of security interest in respect of such Trade Marks;

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are irrevocably acknowledged by the parties hereto, the parties confirm that pursuant to the terms of the Agreement, the Grantor has assigned and does hereby assign in favour of the Grantee (whose full post office address is 2500 Bathurst Street, P.H. West, Toronto, Ontario, M6B 2Y8, Canada) all of the Grantor's right, title and interest in and to the Trade Marks, upon the terms and conditions set forth in the Agreement.

EXECUTED at Toronto, Ontario this 29th day of ^{October}~~November~~, 1999.

TCE CAPITAL CORPORATION

By: Allen Siegel
Name: Allen Siegel
Title: Chief Executive Officer

I have authority to bind the Corporation

Witness:

Name:

)
)
)
)
)
VICTORIA L. BRADBURN

UNITED STATES

**SCHEDULE "A"
to NOTICE OF SECURITY INTEREST -
TRADE MARKS**

**United States Trade Mark
Registration Nos.**

Trade Mark

2,024,819

MICROPLAY

2,024,820

MICROPLAY & DESIGN

BUSINESS LAWS75233_1
November 24, 1999

** TOTAL PAGE.04 **

RECORDED: 01/25/2000

TRADEMARK
REEL: 002030 FRAME: 0194