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U.S. Patent & TMO/c/TM Mail Ropt Dt. #26

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U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK

TRADEMARK OFFICE

02-08-2000

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 # 1762 Frame # 0048

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Effective Date
Month Day Year
as of 01/14/2000

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Looking Glass Studios, LLC

as of 06/17/98

Formerly Intermetrics Entertainment Software, LLC

original document;
name change as of
01/14/2000

Individual General Partnership Limited Partnership Corporation Association

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Imperial Bank

DBA/AKA/TA _____

Composed of _____

Address (line 1) 9777 Wilshire Blvd.

Address (line 2) _____

Address (line 3) Beverly Hills

CA

90212

City

State/Country

Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other California Banking Corporation

Citizenship/State of Incorporation/Organization California

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.)

03/15/2000 DNGUYEN 00000220 200052 1930300

FOR OFFICE USE ONLY

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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 Practices. 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: 002034 FRAME: 0408

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

(310) 312-3224

Name

Diane Mix

Address (line 1)

Mitchell, Silberberg & Knupp LLP

Address (line 2)

11377 W. Olympic Blvd.

Address (line 3)

Los Angeles, CA 90064

Address (line 4)

Pages

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

#

4

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"/>

1930300	<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):

\$

40.00

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:

#

20-0052

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.

Christine E Wilson
Diane Mix

Christine E Wilson
Diane Mix

02/04/00

Name of Person Signing

Signature

Date Signed

AMENDMENT TO MORTGAGE AND GRANT
OF SECURITY INTEREST WITH RESPECT TO TRADEMARKS

This Amendment to Mortgage And Grant of Security Interest With Respect to Trademarks is entered into as of January 14, 2000 by and between Looking Glass Studios, LLC (f.k.a "Intermetrics Entertainment Software, LLC"), a Delaware limited liability company (the "Borrower"), and Imperial Bank, a California banking corporation (the "Bank"), with respect to the following facts:

A. Borrower entered into that certain Mortgage and Grant of Security Interest with Respect to Trademarks, dated as of June 17, 1998, which was recorded with the United States Department of Commerce, Patent and Trademark Office on July 9, 1998 (Reel/frame/1762/0048) (the "Trademark Mortgage"). The Trademark Mortgage was recorded against the trademark listed on Schedule A attached hereto.

B. The Borrower has recently changed its name from "Intermetrics Entertainment Software, LLC" to "Looking Glass Studios, LLC."

C. The parties hereto wish to amend the Trademark Mortgage.

NOW THEREFORE the parties hereto agree as follows:

1. The term "Debtor" and "Borrower" as used in the Trademark Mortgage shall refer to "Looking Glass Studios, LLC (f.k.a "Intermetrics Entertainment Software, LLC"), a Delaware limited liability company."

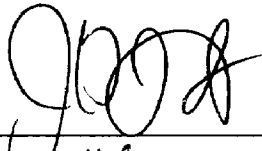
2. Except as otherwise expressly provided herein, the Trademark Mortgage shall remain in full force and effect.

IN WITNESS WHEREOF the parties hereto have executed this Amendment to Mortgage and Grant of Security Interest with Respect to Trademarks as of the date first above written.

LOOKING GLASS STUDIOS, LLC
(and formerly known as "Intermetrics
Entertainment Software, LLC"),
a Delaware limited liability company

By: William E. Carlson
Its: President

IMPERIAL BANK

By: 
Its: VP

ALL-PURPOSE ACKNOWLEDGMENT

State of ~~California~~ Massachusetts)
County of Middlesex)

On January 26, ²⁰⁰⁰~~1999~~ before me, _____
DATE

personally appeared William E. Carlson
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.

Camille Angeme
SIGNATURE OF NOTARY

CAPACITY CLAIMED BY SIGNER

INDIVIDUAL(S)
 CORPORATE _____

OFFICER(S) President
TITLE(S)

PARTNER(S)
 ATTORNEY-IN-FACT
 TRUSTEE(S)
 SUBSCRIBING WITNESS
 GUARDIAN/CONSERVATOR
 OTHER: _____

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)
Looking Glass Studios, LLC

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

TITLE OR TYPE OF DOCUMENT: Amendment to Mortgage and Grant of Security Interest with Respect to Trademarks

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

NUMBER OF PAGES _____ DATE OF DOCUMENT 1/14/00

SIGNER(S) OTHER THAN NAMED ABOVE xxx

ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles)

On 2/3, ²⁰⁰⁰~~199~~ before me, Margaret Davis

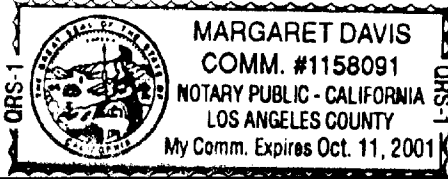
DATE

personally appeared Jon G. Shiffman
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.

Margaret Davis
SIGNATURE OF NOTARY



CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL(S)
 CORPORATE

OFFICER(S) VP
TITLE(S)

- PARTNER(S)
 ATTORNEY-IN-FACT
 TRUSTEE(S)
 SUBSCRIBING WITNESS
 GUARDIAN/CONSERVATOR
 OTHER: _____

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

Imperial Bank

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

TITLE OR TYPE OF DOCUMENT: Amendment to Mortgage and Grant of Security Interest with Respect to Trademarks

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

NUMBER OF PAGES _____ DATE OF DOCUMENT _____

SIGNER(S) OTHER THAN NAMED ABOVE xxx

BORROWER: Looking Glass Studios, LLC (formerly known as "Intermetrics Entertainment Software, LLC"), a Delaware limited liability company.

BANK: Imperial Bank, a California chartered bank.

SCHEDULE A

<u>Name of Trademark</u>	<u>Date of Registration or Filing</u>	<u>Registration/Serial Number</u>
Flight Unlimited	10/24/95	Registration No. 1930300

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