

04-05-2000



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OPR/FINANCE

REGISTRATION 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

Effective Date
Month Day Year
8 16 99

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
8 16 99

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/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association

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.)

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

04/05/2000 DNGUYEN 00000083 75339808

01 FC=481
02 FC=482

40.00 OP
100.00 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: 002043 FRAME: 0736

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)

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:

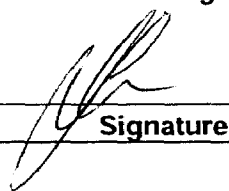
Yes

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.

IAN SCHWIDLER
Name of Person Signing


Signature


2-10-2000
Date Signed

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Omnigon Holdings International, Ltd., a corporation organized under the laws of the British Virgin Islands ("Holdings"), and having its principal office at The Lake Building, Second Floor, P.O. Box 3161, Road Town, Tortola, British Virgin Islands hereby irrevocably appoints Omnigon, a California corporation, ("Omnigon"), whose postal address is 6350-B Yarrow Drive, Carlsbad, California, 92009, as Holdings authorized domestic representative with all powers necessary to act on Holdings behalf in the United States, and upon whom notice of process may be served, solely related to any proceedings or matter relating to the Security Agreement and Trademark Assignment between Transamerica Business Credit Corporation ("Transamerica") and Holdings.

Dated JANUARY 28, 2000

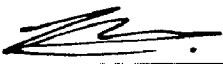
OMNIGON HOLDINGS INTERNATIONAL, LTD.
a corporation organized under the laws of the British Virgin Islands

By: 

Print Name: Kenneth M. Happel

Title: CEO & CHAIRMAN

OMNIGON, a California corporation

By: 

Print Name: Kenneth M. Happel

Title: CEO & CHAIRMAN

TRADEMARK ASSIGNMENT

This Trademark Assignment is effective as of the 16th day of August, 1999 by and between Transamerica Business Credit Corporation, a Delaware corporation having its principal office at 9399 West Higgins Road, Suite 600, Rosemont, IL 60018 and having an office at 15260 Ventura Boulevard, Suite 1240, Sherman Oaks, CA 91403 ("Assignor") and Omnigon Holdings International, Ltd., a corporation organized under the laws of the British Virgin Islands having its principal office at The Lake Building, Second Floor, P.O. Box 3161, Road Town, Tortola, British Virgin Islands and having an office in the care of Omnigon, 6350B Yarrow Drive, Carlsbad, California 92009 ("Assignee").

WHEREAS, Assignor has adopted, used and is the owner of the Marks (as defined below) and Assignor has acquired goodwill associated with and symbolized by the Mark and has not abandoned the same;

WHEREAS, Assignor and Assignee entered into that certain Purchase and Sale Agreement, dated August 16, 1999 (as amended, modified, restated or supplemented from time to time, the "Purchase and Sale Agreement"), pursuant to which Assignee purchased from Assignor certain assets formerly comprising the business of Synctrix, Inc.;

WHEREAS, pursuant to the Purchase and Sale Agreement Assignor agreed to assign to Assignee all rights, title and interest as Assignor may possess worldwide in and to the trademarks listed in Exhibit A annexed hereto ("the Marks"), and all other rights appurtenant thereto, including, but not limited to, all common law rights, title and interest, trade name rights and the right to recover for past infringement, in the United States of America and all other countries and jurisdictions of the world in and to the Marks and applications and registrations thereto pertaining, as well as that portion of the business to which the Marks pertain and any goodwill associated with and symbolized by the trademarks which Assignor has acquired and not abandoned; and

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all rights, title and interest as Assignor may possess in and to the Marks worldwide, together with the goodwill symbolized by said Marks.

[Signature page follows.]

IN WITNESS WHEREOF, I have hereunto set my signature as of the 16th day of
August, 1999.

TRANSAMERICA BUSINESS CREDIT
CORPORATION

By: _____


Ian Schnider

Senior Vice President and General Manager