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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

04-12-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101316496

**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 Effective Date
Month Day Year
- Change of Name
- Other

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)
City

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

04/12/2000 JSNABAZZ 00000086 001250 75706864

FOR OFFICE USE ONLY

01 FC:481 43.00 CH
02 FC:482 25.00 CH

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

TRADEMARK 0816032US
REEL: 002047 FRAME: 0708

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" value="75706864"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75712666"/>	<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"/>	<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

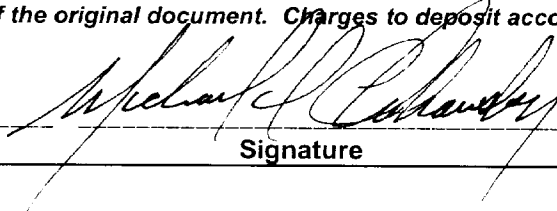
No

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.

MICHAEL I. CHAKANSKY

Name of Person Signing



Signature

MARCH 21, 2000

Date Signed

**EXHIBIT C
TRADEMARKS ASSIGNMENT**

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made as of the 22nd day of December 1999 by **Lucent Technologies Inc.**, a Delaware corporation duly organized and existing under the laws of the State of Delaware, located and doing business at 600 Mountain Avenue, Murray Hill, NJ 07974-0636 (hereinafter referred to as the "Assignor") to **FACE2FACE ANIMATION, INC.** a Delaware corporation duly organized and existing under the laws of the State of Delaware, located and doing business at 600 Mountain Avenue, Murray Hill, NJ 07974-0636 (hereinafter referred to as "Assignee").

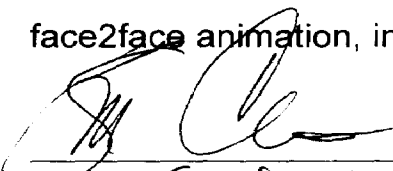
WHEREAS, the Assignor is desirous of transferring and assigning to the Assignee, and the Assignee is desirous of acquiring from the Assignor, all of the Assignor's right, title and interest in and to the Assigned Marks in connection with the sale of all of the business assets, said assets being used in a business that is ongoing and existing, represented by these marks and all of the good will associated therewith, as set forth on Schedule A and such other rights the Assignor may have with respect to the Assigned Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor does hereby transfer, convey and assign unto the Assignee all rights, title and interest in and to the Assigned Marks identified on Schedule A, together with the good will of the business appertaining thereto and which is symbolized by the Assigned Marks and the worldwide right to sue for past infringements of the Assigned Marks.


The Assignor shall execute any and all documents reasonably requested by Assignee to transfer ownership of the Assigned Marks listed on Schedule A including, but not limited to, Assignments, Transfers and related Powers of Attorney.

LUCENT TECHNOLOGIES INC.

 Name: Gene G. Partlow
 Title: Vice President-Intellectual Property

face2face animation, inc.

 Name: Stephen M. Clement
 Title: President & CEO

STATE OF NEW JERSEY }
 }
 COUNTY OF SOMERSET }


 TAMORA ANNE HANNA
 Notary Public of New Jersey
 Registered in Hunterdon County
 My Commission Expires March 25, 2002

On this 22nd day of December, 1999, personally appeared Gene G. Partlow to me known and known to me to be the Vice President-Intellectual Property, and for the purposes hereof an authorized representative of Lucent Technologies Inc., the Assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.

SCHEDULE A

CountryName	Trademark	Application
United States	FACE2FACE	75706864
United States	FACETOFACE	75712666