



Ta 03-01-2000

U.S. Patent & TMOs/TM Mail Rpt Dt. #40

of Patents at

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original documents or copy thereof.

1. Name of conveying party(ies):

Joseph R. Francis

MRS 3.1.00

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Mantra Entertainment, Inc.

Internal Address:

Street Address: 8899 Beverly Boulevard, Ste. 810

City: Beverly Hills State: CA ZIP: 90048

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 19, 2000

4. Application number(s) or patent number(s):

A. Trademark Application No.(s) 75/691,001

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Peter M. Eichler, Esq.

Internal Address: Troop Steuber Pasich

Reddick & Tobey, LLP

Street Address: 2029 Century Park East

22nd Floor,

City: Los Angeles State: CA ZIP: 90067-3010

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

20-1500

(Attach duplicate copy of this page if paying by deposit account)

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9. 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.

Rose Hernandez Name of Person Signing

Signature

2-29-00 Date

Total number of pages including cover sheet, attachments, and document: 5

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UNITED STATES OF AMERICA

03-01-2000

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ASSIGNMENT

WHEREAS, JOSEPH R. FRANCIS, an individual citizen of the United States of America, with a business address of 8899 Beverly Boulevard, Ste. 812, Beverly Hills, California 90048, has adopted, used and registered (or applied for registration) the Trademark MANTRA ENTERTAINMENT, Serial No. 75/691,001, filed April 26, 1999, in the United States;

WHEREAS, MANTRA ENTERTAINMENT, INC., a California corporation, with a business address of 8899 Beverly Boulevard, Ste. 810, Beverly Hills, California 90048, is desirous of acquiring said mark and the registration thereon and application therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said JOSEPH R. FRANCIS does hereby assign unto said MANTRA ENTERTAINMENT, INC. all rights, title and interest, with the goodwill therein, in and to the said trademark, application and registration.

DATED: January 19th, ~~1999~~ ²⁰⁰⁰

By: Joseph R. Francis
Joseph R. Francis

Agreed and accepted this 19th
day of January, ~~1999~~ ²⁰⁰⁰

MANTRA ENTERTAINMENT, INC.

By: Joseph R. Francis
Joseph R. Francis
(Title) as President

POWER OF ATTORNEY

Applicant hereby appoints PETER M. EICHLER, ESQ., C. DENNIS LOOMIS, ESQ., BRIAN W. KASELL, Esq., and JONATHAN D. GELFAND, ESQ., of TROOP STEUBER PASICH REDDICK & TOBEY, LLP, its attorneys, with offices at 2029 Century Park East, 24th Floor, Los Angeles, California 90067-3010 (telephone 310/728-3200), to prosecute this application for recordation of assignment, with full power of substitution and revocation, to transact all business in the United States Patent and Trademark Office connected therewith and to receive the Proof of Recordal.

MANTRA ENTERTAINMENT, INC.

By: Joseph R. Francis
Joseph R. Francis
Title as *president*

Dated: January 19, 2000



03-01-2000

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #40

**PASICH
REDDICK
& TOBEY, LLP**

Peter M. Eichler
Attorney at Law

Direct Voice (310) 728-3250
Direct Fax (310) 728-2250
E-Mail pmeichler@trooplaw.com

March 1, 2000

VIA EXPRESS MAIL RECEIPT NO. EH760395137US

Assistant Commissioner for Trademarks
2900 Crystal Drive
Box Assignments - Fee
Arlington, Virginia 22202-3513


**RE: Mantra Entertainment, Inc.
Trademarks in the United States
Assignment from Joseph R. Francis
Our Ref. 13455-2**

Dear Sir:

We are attaching hereto the assignment document and the official cover sheet in order to record the above assignment. Please charge our deposit account no. 20-1500, being sure to indicate the above reference number in your statement.

Please return the enclosed postcard to signify your receipt hereof.

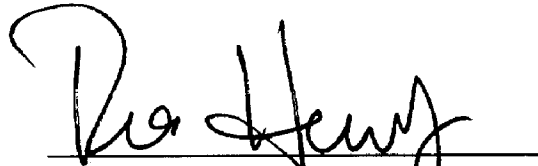
Sincerely,


Peter M. Eichler
for TROOP STEUBER PASICH
REDDICK & TOBEY, LLP

PME:reh
Encl.

CERTIFICATE OF MAILING BY EXPRESS MAIL

I hereby certify the Assignment of Trademarks documentation was deposited as Express Mail with the United States Postal Service in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Box Trademark Assignment - FEE, Arlington, Virginia 22202-3513, Express Mail Mailing Label No. EH760395137US, on this 1st day of March, 2000.


ROSE HERNANDEZ