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To the Honorable Commissioner of Patents a.

Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

XAP Company, L.P.

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 27, 1996

2. Name and address of receiving party(ies):

Name: XAP Corporation

Internal Address: _____

Street Address: 11500 West Olympic Boulevard, Suite 398

City: Los Angeles State: CA ZIP: 90034

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,775,754

Additional numbers

Yes No

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

Name: Clark D. Gross

Internal Address: _____

Street Address: 865 South Figueroa Street

29th Floor

City: Los Angeles State: CA ZIP: 90017

6. Total number of applications and registrations involved:.....

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0337

DO NOT USE THIS SPACE

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.

Clark D. Gross

Name of Person Signing

Signature

November 10, 1999

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

CONFIRMATORY ASSIGNMENT OF TRADEMARK

WHEREAS, XAP Company, L.P., a California Limited Partnership, owned all right, title and interest in and to the United States Trademark Registration No. 1,775,754, registered June 8, 1993, in the United States Patent and Trademark Office, by an assignment from the partnership of Maurice Salter and Allen Firstenberg; and

WHEREAS, on or about December 27, 1996, XAP Corporation, a Delaware Corporation, located and doing business at 11500 West Olympic Boulevard, Los Angeles, California 90034, acquired certain assets of XAP Company, L. P., including without limitation the above-referenced trademark and the registration thereof;

NOW THEREFORE, in consideration of and in exchange for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, XAP Company, L.P. confirms that on December 27, 1996, it sold assigned, transferred and set over to XAP Corporation the entire right, title and interest in and to said trademark and registration together with the good will of the business appertaining thereto.

Allen Firstenberg, General Partner
XAP Company, L.P.

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 13 day of NOVEMBER, 1999, before me, a Notary Public, personally appeared Allen Firstenberg, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Notary Public

TRADEMARKS ONLY

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City: **Los Angeles** State: **CA** ZIP: **90017**

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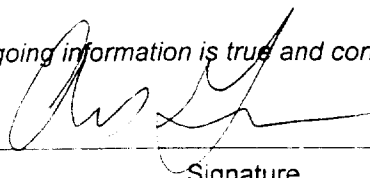
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