

09-27-2000



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9-1400

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

Conveying Party(ies)

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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 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 is attached. (Designation must be a separate document from Assignment)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICER USE ONLY

09/26/2000 MTHA11 00000435 78789845

01 FC:481
02 FC:482

40.00 OP
500.00 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. 202301**

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="75/789845"/>	<input type="text" value="75/816155"/>	<input type="text" value="75/839889"/>	<input type="text" value="2376314"/>	<input type="text" value="2370064"/>	<input type="text" value="2367673"/>
<input type="text" value="75/791421"/>	<input type="text" value="75/816154"/>	<input type="text" value="75/873739"/>	<input type="text" value="2381429"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/458624"/>	<input type="text" value="75/789481"/>	<input type="text" value="75/873738"/>	<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.

J. Giammarco

Name of Person Signing

Signature

9/07/00
Date

Schedule to Recordation Form Cover Sheet

Continuation of Trademark Application Number(s) or Registration Number(s)

Set forth below are all of the application numbers covered by this assignment:

75/873741

75/873742

75/873473

76/038912

76/114842

76/114874

76/114872

76/114873

SERVICE MARK ASSIGNMENT OF SECURITY

WHEREAS, eUniverse, Inc., a corporation formed under the laws of Nevada (“**Borrower**”), located at 101 North Plains Industrial Road, Wallingford, CT 06492, has adopted, used and is using the marks shown in the attached Schedule A (the “**Marks**”), for which there are registrations and applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to New Technology Holdings Inc. (“**Lender**”) located at 550 Madison Avenue, New York, NY 10022, pursuant to a certain Secured Note and Warrant Purchase Agreement and a certain Security Agreement, each dated the date hereof, between Lender and Borrower (the “**Agreements**”); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the application therefor, which assignment and security interest shall secure all the obligations as provided for in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
September 6, 2000

EUNIVERSE, INC.

Witness: Emad Al-Jarrah

By: William R. Wagner
Name: William R. Wagner
Title: Vice President and Chief Financial Officer

NEW TECHNOLOGY HOLDINGS INC.

Witness: Mark Eisenberg

By: Mark Eisenberg
Name: MARK EISENBERG
Title: GENERAL COUNSEL

EUNIVERSE, INC.

By: William R. Wagner

STATE OF CT)
COUNTY OF Fairfield) SS.:

On this 6 day of September, 2000, before me personally came William R. Wagner, to me known, who, being by me duly sworn, did depose and say that he is the Vice President and Chief Financial Officer of eUniverse, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto pursuant on behalf of said corporation.

Patricia C. Harding
Notary Public

Date Commission Expires 7/31/03

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this 7th day of SEPTEMBER, 2000, before me personally came MARK EISENBERG, to me known, who, being by me duly sworn, did depose and say that he is the GENERAL COUNSEL of New Technology Holdings Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto pursuant on behalf of said corporation.

Ellen Warren
Notary Public

ELLEN WARREN
NOTARY PUBLIC, State of New York
No. 31-4847374
Qualified in New York County
Commission Expires July 31, 2001

Schedule A

Schedule A to a Servicemark Assignment of Security dated September 8, 2000,
by and between eUniverse, Inc. and New Technology Holdings, Inc.

COUNTRY	STATUS	Mark	FILING DATE	SERIAL NO	ISSUE DATE	REG NO
United States	Pending	eUNIVERSE	1999/09/01	75/789,845		
United States	Published	GAMER'S ALLIANCE	1999/09/01	75/791,421		
United States	Pending	THE BIG NETWORK	1998/03/27	75/458,624		
United States	Registered	CD UNIVERSE	1998/10/13	75/565,264	2000/07/25	2,370,064
United States	Pending	LIVEPLACE	1999/10/05	75/816,155		
United States	Pending	LIVESUITE	1999/10/05	75/816,154		
United States	Registered	PLAY4PRIZES	1999/10/05	75/816,157	2000/08/08	2,376,314
United States	Registered	VIDEO UNIVERSE	1998/10/13	75/565,266	2000/07/18	2,367,673
United States	Suspended	GAMES UNIVERSE	1999/09/01	75/789,481		
United States	Registered	FUNONE.COM	1999/10/13	75/821,629	2000/08/29	2,381,429
United States	Pending	MEGADVD	1999/11/04	75/839,889		
United States	Pending	MOVIE UNIVERSE	1999/12/16	75/873,739		
United States	Pending	DVD UNIVERSE	1999/12/16	75/873,738		
United States	Pending	MUSIC UNIVERSE	1999/12/16	75/873,741		
United States	Pending	SOFTWARE UNIVERSE	1999/12/16	75/873,742		

Schedule A

Schedule A to a Servicemark Assignment of Security dated September 5, 2000,
by and between eUniverse, Inc. and New Technology Holdings, Inc.

COUNTRY	STATUS	Mark	FILING DATE	SERIAL NO	ISSUE DATE	REG NO
United States	Pending	BOOK UNIVERSE	1999/12/16	75/873,473		
United States	Pending	DVDWAVE.COM	2000/05/02	76/038,912		
United States	Pending	JUSTSAYWOW	2000/08/21	76/114,842		
United States	Pending	FUNPAGELAND.COM	2000/08/21	76/114,874		
United States	Pending	DUSTCLOUD.COM	2000/08/21	76/114,872		
United States	Pending	JUSTPIGS.COM	2000/08/21	76/114,873		