

11-30-2000



101532231

FORM COVER SHEET
MARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ⇌⇌⇌

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 COLOR ASSOCIATES, INC. *MRP 11.13.00*
 Individual(s) Association
 General Partnership Limited Partnership
 X Corporation-State Delaware
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes X No

2. Name and address of receiving party(ies):
 Name: Forefront Group, Inc.
 Internal Address: _____
 Street Address: 10818 Midwest Industrial Boulevard
 City: St. Louis State: MO ZIP: 63132
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 X Corporation-State Missouri
 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 X No

3. Nature of conveyance:
 X Assignment Merger
 Security Agreement Change of Name
 Other: _____
 Execution Date: November 9, 2000

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s)
SEE ATTACHED EXHIBIT

B. Trademark Registration No.(s)
SEE ATTACHED EXHIBIT
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Andrew L. Krueger
 Internal Address: Gallop, Johnson & Neuman, L.C.
 Street Address: 101 South Hanley, Suite 1600
 City: St. Louis State: MO ZIP: 63105

6. Total number of applications and registration involved: 4
 7. Total fee (37 CFR 3.41) \$ 115.00
 X Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:

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

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.

Andrew L. Krueger
Name of Person Signing

[Signature]
Signature

November 9, 2000
Date

Total number of pages including cover sheet, attachments, and documents: 6

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

11/30/2000 11:08:11 00000069 75114379
FE:001 40.00 DP
FE:48E 75.00 DP
\\ODMARC\DOCS\SL01\4166864\1

EXHIBIT A

Color Associates, Inc. Assignment to Forefront Group, Inc.

<u>Trademark Name</u>	<u>Serial No.</u>	<u>Registration No.</u>
DTX	75/114,379	2,052,762
MEGAJET	75/114,378	2,052,761
COLORMOTION	75/677,491	
DEPTHFX	75/878,452	

TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is made as of November 9, 2000 by COLOR ASSOCIATES, INC., a Delaware corporation, with its principal place of business at 10818 Midwest Industrial Boulevard, St. Louis, Missouri 63132 ("Assignor"), to FOREFRONT GROUP, INC., a Missouri corporation, with its principal place of business at 10818 Midwest Industrial Boulevard, St. Louis, Missouri 63132 ("Assignee").

Pursuant to the Contribution Agreement dated as of November 9, 2000, by and among Assignor and Assignee, CenterCoast MO, Inc., and Digita360, Inc., Assignor desires to assign to Assignee, and Assignee desires to acquire from Assignor, all of Assignor's right, title and interest in and to the trademarks, applications and registrations set forth on Exhibit A hereto (the "Trademarks"), together with the good will of the business symbolized thereby.

NOW, THEREFORE, in consideration of the premises set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignment. Assignor hereby grants, assigns and conveys to Assignee all of its right, title and interest in and to the Trademarks, together with the good will of the business symbolized thereby.
2. Right to Sue for Past Infringement. Assignor also assigns to Assignee all claims for past damages by reason of past infringement or misappropriation of the Trademarks, with the right to sue for and collect same for its own use and behalf and for the use and on behalf of Assignee's successors, assigns or other legal representatives.
3. Cooperation. Assignor agrees to execute, acknowledge and deliver, or cause to be executed, acknowledged and delivered, such further instruments and documents and to perform such further acts as may be reasonably requested by Assignee to effectuate more fully the transactions contemplated by this Assignment.
4. Binding Effect. The terms, covenants and provisions of this Assignment shall inure to the benefit of Assignee, its successors and other legal representatives, and shall be binding upon Assignor, its successors, assigns and other legal representatives.

COLOR ASSOCIATES. INC.

By: Gary A. Stephens
Title: President

"Assignor"

FOREFRONT GROUP, INC.

By: Gary A. Stephens
Title: President

"Assignee"

STATE OF Missouri)
) SS.
COUNTY OF St. Louis)

On this 9 day of November, 2000, before me Barbara S. Beatty a Notary Public in and for said state, personally appeared Gary A. Stephens known to me to be the person who executed the within instrument on behalf of Assignor and acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

BARBARA S BEATTY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
My Commission Expires: **OCT. 21, 2002**

Barbara S Beatty
Notary Public

STATE OF Missouri)
) SS.
COUNTY OF St. Louis)

On this 9 day of November, 2000, before me Barbara S. Beatty, a Notary Public in and for said state, personally appeared Gary A. Stephens known to me to be the person who executed the within instrument on behalf of Assignee and acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

BARBARA S BEATTY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
My Commission Expires: **OCT. 21, 2002**

Barbara S Beatty
Notary Public

EXHIBIT A

Color Associates, Inc. Assignment to Forefront Group, Inc.

<u>Trademark Name</u>	<u>Serial No.</u>	<u>Registration No.</u>
DTX	75/114,379	2,052,762
MEGAJET	75/114,378	2,052,761
COLORMOTION	75/677,491	
DEPTHFX	75/878,452	

\\ODMA\PCDOCS\SL01\4167290\1