

12-12-2000



101546797
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

11-17-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original documents (s) or copy(ies).

Submission Type

Conveyance Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

- Assignment
 - License
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
10 31 00

Conveying Party

Mark if additional names of conveying parties attached

Name PCA, Inc.

Effective
Month Day Year
10 31 00

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name Namco Cybertainment, Inc.

DBA/KA/TA _____

Composed of _____

Address (line 1) 877 Supreme Drive

Address (line 2) _____

Address (line 3) Bensenville Illinois/U.S.A. 60106-1106
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

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).

FOR OFFICE USE ONLY

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. 20231

Domestic Representatives 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 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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1589418"/>	<input type="text" value="1731753"/>	<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"/>	<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 Enclosed Deposit Account

Deposit
(Enter for payment by deposit account or if additional fees can be charged to the account.)

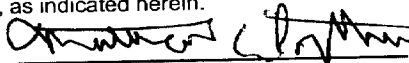
Deposit Account Number: #

Authorization to charge additional 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.

Matthew A. Posthuma
Name of Person Signing


Signature

November 10, 2000
Date Signed

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made this 31st day of October, 2000 by PCA, INC., a Delaware corporation formerly known as Pocket Change America, Inc. ("Assignor").

WHEREAS, Assignor has entered into an Asset Purchase Agreement, dated as of October 31, 2000 (the "Agreement"), among Assignor, NAMCO CYBERTAINMENT, INC. ("Assignee") and certain other parties, pursuant to which Assignor has agreed to sell and Assignee has agreed to purchase certain Owned Intellectual Property (as defined in Section 2.1(h) of the Agreement); and

WHEREAS, Assignor is willing in connection with certain transactions being consummated on the date hereof to assign to Assignee all of Assignor's right, title and interest in and to all registered and unregistered trade names, trademarks, service names and service marks (and applications for registrations of the same) listed on Schedule A hereto and all goodwill associated therewith (collectively, the "Trademarks"); and

WHEREAS, Assignee desires to acquire all of Assignor's right, title and interest in, to and under said Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor has sold, assigned, conveyed, transferred and delivered, and does hereby sell, assign, convey, transfer and deliver to Assignee, its successors, legal representatives and assigns, all of Assignor's right, title and interest in and to the Trademarks together with the goodwill of the business associated with said Trademarks and registrations thereof (including, without limitation, all proceeds thereof and the rights to sue for past, present and future infringements), the same to be held and enjoyed by Assignee, for its own use and on behalf of its successors, legal representatives and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor, had this sale and assignment not been made.

Assignor hereby requests the Commissioner of Patents and Trademarks to record Assignee, as assignee of the U.S. Trademark Registrations and Applications listed on Schedule A, for the sole use and engagement of the Assignee, its successors, legal representatives and assigns.

Assignor further agrees without further consideration to cause to be performed such other lawful acts and to execute such further assignments and other lawful documents as Assignee may from time to time reasonably request to effect fully this Assignment and to permit Assignee to be

duly recorded as the registered owner of the Trademarks in the countries in which such Trademarks are currently registered (as shown on Schedule A hereto) and all other rights hereby conveyed.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized representative.

PCA, INC.,
formerly known as
Pocket Change America, Inc.

By: *Arthur P. Helmick*
Title: Arthur P. Helmick
Date: President

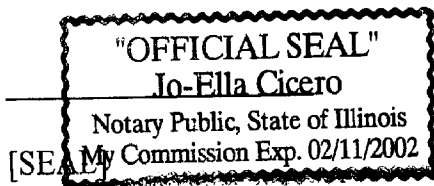
State of Illinois
Cook County

above This 31st day of Oct., 2000, Arthur P. Helmick personally came before me, Jo-Ella Cicero, a Notary Public for said County and State, who being by me duly sworn, says that the undersigned is President of PCA, INC., a Delaware corporation, and that said writing was signed and sealed by the undersigned on behalf of said corporation by its authority duly given.

WITNESS my hand and notarial seal.

Jo-Ella Cicero
Notary Public

My Commission Expires:



SCHEDULE A

Mark	Country	Registration No.	Registration Date	Comments
Pocket Change	U.S.	1589418	March 27, 1990	
Pocket Change Liberty 1990 In God We Trust	U.S.	1731753	November 10, 1992	

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