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01-16-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

01-03-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #57



Y... of ...

To the Honorable Commissione

101581379

ached original documents or copy thereof.

1. Name of conveying party(ies):
 Zoran Corporation
 4100 Hamline Avenue North
 St. Paul, Minnesota 55112

____ Individual(s) ____ Association
 ____ General Partnership ____ Limited Partnership
 Corporation - Delaware
 ____ Other _____

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

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

Name: MGI Software Corporation
 Internal Address: _____
 Street Address: 50 West Pearce Street
 City: Richmond Hill, Ontario
 Country: Canada Postal Code: L4B 1E3
 ____ Individual(s) citizenship _____
 ____ Association _____
 ____ Limited Partnership _____
 Corporation - Province: Ontario
 ____ Other _____

3. Nature of conveyance:
 Assignment ____ Merger
 ____ Security Agreement ____ Change of Name
 ____ Other _____

Execution Date: December 17, 2000

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

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

A. Trademark Application No.(s)
75/581,360

B. Trademark No.(s)

Additional numbers attached? Yes No

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

Name: Lori N. Boatright
 Internal Address: BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN
 Street Address: 12400 Wilshire Boulevard, 7th Floor
 City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-2666
 (Attach 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.

Michael W. Hicks December 29, 2000
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 3

01/16/2001 DNGUYEN 00000157 75581360
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TRADEMARK
 REEL: 2212 FRAME: 0691

Assignment of Trademark With Goodwill

THIS ASSIGNMENT is made the 17TH day of December, 2000 between ZORAN CORPORATION, a Delaware corporation with an address of 3112 Scott Boulevard, Santa Clara, California 95054, (the "Assignor") and MGI SOFTWARE CORPORATION, a corporation organized under the laws of the Province of Ontario, Canada, having a principal place of business at 50 West Pearce Street, Richmond Hill, Ontario, Canada L4B 1E3 (the "Assignee").

WHEREAS, the Assignor is the sole and exclusive owner of the Trademark described in the Schedule A attached hereto and made a part hereof (the "Trademark");

WHEREAS, the Assignee desires to acquire the entire right, title and interest in, to and under the said Trademark and any and all Registrations and Applications for Registration thereof;

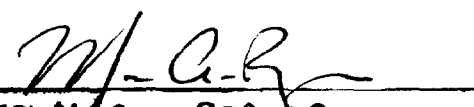
NOW THEREFORE, in consideration paid and acknowledged, the Assignor does hereby sell, transfer, convey and assign to the Assignee the entire right, title and interest in, to and under said Trademark and any Registrations and Applications for Registration thereof in the Trademark, together with the goodwill of the business symbolized by the Trademark, and all rights and privileges granted and secured thereby, including the right to sue and recover for all past infringements. Assignor further agrees to execute any and all documents and carry out any such further acts that shall be required in order for Assignee to secure such rights.

IN WITNESS WHEREOF, the parties have executed this Assignment by its proper officers thereunto duly authorize, this 17TH day of December, 2000.

ZORAN CORPORATION

MGI SOFTWARE CORPORATION

By: 
Name: KARL SCHNEIDER
Title: CFO

By: 
Name: MARC BERGER
Title: CHIEF SCIENTIST

MARC BERGER

Schedule A

Trademark

Application/Registration No.

SOFTDVD

75/581,360