

ASSIGNMENT OF TRADEMARKS

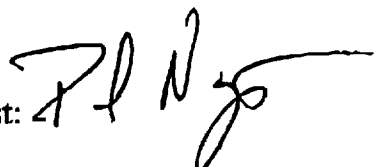
WHEREAS, Anacomp, Inc. a corporation existing under the laws of the State of Indiana, ("Assignor") has adopted and is using in its business the trademarks set forth on the attached Schedule 5.13; and

WHEREAS, EMAG, L.L.C., a Delaware limited liability company, ("Assignee") is desirous of acquiring said trademarks and the trademark registrations thereof;


NOW, THEREFORE, in consideration of and in exchange for ten (\$10.00) dollars and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor, does sell, assign, transfer, and set over unto said Assignee, the entire right, title and interest in, to and under said trademarks together with the goodwill of the business in connection with which the said marks are used and in and to all income, royalties, damages and payments now or hereafter due or payable with respect thereto in and to all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for past, present and future infringement of the rights assigned or to be assigned under this Assignment.

ASSIGNOR hereby requests the Commissioner of Patents and Trademarks of the United States of America, or any official of any jurisdiction whose duty it is to issue trademark registrations, to issue the Certificate of Registration for any registration resulting from the applications listed on the attached Schedule 5.13 to the Assignee, its successors and assigns or other legal representatives, in accordance with the terms of this instrument.

ASSIGNOR hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

Attest: 
Assistant Secretary
Title:

Assignor:
ANACOMP, INC.

By: 
Title: Senior Vice President

State of California
County of San Diego) ss.:

On this ___ day of _____, 1999, before me, a Notary Public,
personally appeared _____, to me known and known to me to be the
of Anacomp, Inc., who signed the foregoing instrument, and he/she
acknowledged the same to be his/her free act and deed.

Notary Public

[Seal]



By: Debra Sue Troyer

Schedule 5.13Patents and Trademarks

See the Magnetics Trademark Status Chart dated as of March 22, 1999, attached hereto as Attachment A*

United States Patents Owned by the Sellers**

Patent #	Description	Date of Patent
4,054,530	Iron-Nickel-Cobalt Magnetic Powder and Tape Prepared Therefrom	10/18/77
4,075,672	Magnetic Recording Members	2/21/78
4,087,842	Recording Track Eccentricity Compensation Method and Means	5/2/78
4,091,924	Thermally Resistant Magnetic Tape Enclosed in Protective Container	5/30/78
4,146,504	Porous Powders and a Method for Their Preparation	5/27/79
4,189,514	Process of Making High-Temperature Magnetic Tape	2/19/80
4,213,223	Tape Cartridge Strap Cleaner	7/22/80
4,237,506	Polymodal Magnetic Recording Member	12/2/80
4,242,954	Calendar Roll System	1/6/81
4,255,807	Error Testing of Recording Media Such as Magnetic Tape	3/10/81
4,267,206	Process of Making High-Temperature Magnetic Tape	5/12/81
4,281,043	Polymodal Magnetic Recording Media	7/28/81
4,290,821	Tape Cartridge Strap Cleaning Method	9/22/81
4,312,898	Process for Making Magnetic Tape	1/26/82
4,400,846	Tape Cleaning Apparatus	8/30/83
4,494,878	Fastener-Free Baffle Assembly System	1/22/85
4,631,479	Error Locator for High Speed Inspection of Magnetic Tape	12/23/86
4,975,791	Recording System Having Head Transducers with Controlled Skew	12/4/90

4,979,051	Bimodal Multi-Track Magnetic Head	12/18/90
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Invention Disclosures Owned by the Sellers**

Description:

- (A) Process for Making Coatings with Improved Winding Characteristics
- (B) Removal of a Magnetic Coating Film by Laser
- (C) Slitting of a Magnetic Film by Laser
- (D) Means to Stabilize Operation Characteristics of Belt-Driven Cartridge over Wide Temperature Range
- (E) Means to Reduce Fluctuations in Tape Speed and Tension in Belt-Driven Cartridge
- (F) Means to Prevent Inadvertent Destruction of Information Recorded on Data Cartridge
- (G) Means to Reduce Tension Changes in Belt-Driven Cartridge
- (H) Roll Cleaning Utilizing Laser Abatement

Foreign Patents Owned by the Sellers**

U.S. Counterpart	Country	Patent No.	Filed/Issued
3,909,240	Canada	1,046,307	9/27/74
3,941,911	Canada	1,045,330	11/18/74
	Japan	1,340,412	10/21/74
	Canada	1,039,086	10/31/74
3,965,046	Japan	1,359,690	9/26/75
4,087,842	Japan	1,303,505	5/2/78

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Foreign Patent Applications Owned by the Sellers**

U.S. Counterpart	Country	Serial No.	Filed
4,975,791	Japan	503672/89	3/14/89
	European Application Designating - France, Germany, U.K. and Italy	89904306.1	3/14/89
4,979,051	Japan	503377/89	3/14/89
	European Application Designating - France, Germany, U.K. and Italy	89903561.2	3/14/89

Many of the trademarks listed on the attached Chart, while owned by Anacomp, are recorded in the name of predecessor companies (such as Dysan Corporation, Graham Magnetics, Inc., and Xidex Corporation) at the U.S. Patent and Trademark Office (the "PTO") and at foreign trademark offices.

All U.S. and foreign patents, patent applications and inventions listed in Sections 2 through 5 of this Schedule 5.13 are owned of record by Graham Magnetics, Inc. ("GMI"), and its predecessor corporations and were acquired by Anacomp by virtue of its May 1994 acquisition of GMI. Many of those patents have expired by their terms or have been abandoned by Anacomp's decision not to pay the required maintenance fees, and the patent applications have been abandoned as well in the ordinary course of business. The Division does not materially rely upon the Intellectual Property Rights described in Sections 2 through 5 of this Schedule 5.13, but instead upon its proprietary know-how and trade secrets with respect to the formulation, coating and manufacturing processes.

Following license agreements described further in Schedule 5.17 below:

Computer Associates Software License Agreement

DEC License Agreement

Equipac Sales and Licensing Agreement

Hanny Trademark License Agreement

IBM Patent License Agreement

Certain Distribution Agreements described in Schedule 5.17 also include license provisions

End-User License Agreement

Client Access License Agreement

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... although the Division uses the unregistered name of "Anacomp Magnetics" from
... 40 time.

... other than: (A) the Pansophic business software utilized on the Division's
... (X) Computer System to monitor the manufacturing processes in the Graham
... Facility and the Wales Facility; (B) the Lucent Definity upgrade noted in
... Schedule 5.12; (C) the Equipac software noted in Schedule 5.17; and (D) the licensed
... software set forth in item (ii) above.

... exceptions.

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Attachment A
to
Schedule 5.13

	Mark Country GC/WF Docket # GC/WF Matter #	Appln. No Filing Date	International Class	Publication Date	Notice of Allowance Date	Registration Number and Date	SVS Declaration Date	Trade Date	
1.	ALISO DISKA United States	73404,045 5/12/82	9			1,264,110 01/17/84		01/17/84	Registered. Owner: Graham Magnetics
2.	BLACKWHITE Design United States	299,770 03/05/81	9	02/16/85		1,342,091 6/18/85		06/18/85	Registered. Owner: Graham Magnetics
3.	COBALDY Japan	60-72938 07/15/85	11			2182731 1031/89		10/31/89	Registered. Owner: Graham Magnetics
4.	COBALDY United States	235,799 10/19/79	9			1,165,332 08/18/81		08/18/81	Registered. Owner: Graham Magnetics
5.	DETECTOR United States	306,844 04/21/81	9			1,229,015 03/01/83		03/01/83	Registered. Owner: Graham Magnetics
6.	DYSAN Argentina		9			1560030 4/28/85		4/28/85	Registered.
7.	DYSAN Austria		9, 35, 42			107594 1231/84		12/31/84	Registered.
8.	DYSAN Brazil		9, 40			810895714 2/21/84		2/21/84	Registered.
9.	DYSAN Chile		7, 9			400812 1/22/93		1/22/93	Registered. Recordal chain of title pending.
10.	DYSAN Chile		40, 42			400813 1/22/93		1/22/93	Registered. Recordal chain of title pending.
11.	DYSAN China		9			838494 5/14/86		5/14/86	Registered.
12.	DYSAN Colombia		7			109002 5/29/80		5/29/80	Registered. Owner: Xidex Corporation (Del)
13.	DYSAN Colombia		9			109031 5/29/80		5/29/80	Registered. Owner: Xidex Corporation (Call)
14.	DYSAN Colombia		40			108947 5/16/80		5/16/80	Registered. Owner: Xidex Corporation (Del)

Item #	Country GCWF Docket # GCWF Mailer #	App. M- Filing Date	Class	Publ. Exam. Date	Marking Appearance Date	Registration Examination Date	Dec Date	Issue Date	Registered. Owner: Xidex Corporation (Del)
15.	DYSAN Colombia		42			108942 5/29/90		5/29/00	Registered. Owner: Xidex Corporation (Del)
16.	DYSAN Costa Rica		9			61597/9676 12/15/92		12/15/02	Registered.
17.	DYSAN Guatemala		9			45117 10/4/93		10/3/03	Registered.
18.	DYSAN Hong Kong		9			1788/1983 5/5/789		5/17/03	Registered.
19.	DYSAN Hungary		9			15918 2/15/95		2/15/05	Registered.
20.	DYSAN India	4/16/35 2/14/84	9	1/1/92		417635 2/14/84		2/14/08	Registered.
21.	DYSAN Mexico		9			452893 12/15/92		12/15/02	Registered.
22.	DYSAN New Zealand		9			151407 2/27/91		2/27/05	Registered. Owner: Dysan Corporation
23.	DYSAN Nicaragua		9			15166CC 5/12/93		5/12/03	Registered.
24.	DYSAN Paraguay		9			32287 7/29/93		7/29/03	Registered.
25.	DYSAN Peru		9			46061 10/14/92		10/14/02	Registered.
26.	DYSAN Poland		9			R61092 2/14/95		2/14/05	Registered.
27.	DYSAN Sabah		9			S22702 4/9/89		4/9/03	Registered. Owner: Xidex Corporation (Cal)
28.	DYSAN Sarawak		9			24926 4/24/89		4/24/03	Registered. Owner: Xidex Corporation (Cal)
29.	DYSAN South Africa		9			84/1456 2/22/94		2/22/04	Registered.

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Country	CCWF Docket # CCWF Mailer #	Date	Page	Class	Serial	Registration
DYSAN	206302	2/28/93	80			Registered.
Taiwan	3/1/93					
DYSAN	264443	8/3/95	9			Registered.
Uruguay	8/3/95					
DYSAN	262911	5/30/93	42			Registered.
Uruguay	5/30/93					
DYSAN	114847-F	9/20/90	21			Registered. Owner: Dysan Corporation
Venezuela	9/20/75					
DYSAN	114848-F	9/27/85	26			Registered. Owner: Dysan Corporation
Venezuela	9/27/85					
DYSAN	9298	3/17/83	9			Registered.
Vietnam	3/17/83					
DYSAN	1,048,004	9/14/01 to 9/14/02	9			Registered.
United States	9/14/96					
DYSAN & LOGO	A402990	1/31/05	9			Registered.
Australia	1/31/91					
DYSAN & LOGO	376702	11/17/01	9			Registered.
Benelux	11/17/91					
DYSAN & LOGO	310413	1/10/01	N/A			Registered.
Canada	1/10/86					
DYSAN & LOGO	109526	6/13/00	7			Registered. Owner: Xides Corporation (Del)
Colombia	6/13/90					
DYSAN & LOGO	109525	6/13/00	9			Registered. Owner: Xides Corporation (Del)
Colombia	6/13/90					
DYSAN & LOGO	108973	6/13/00	40			Registered. Owner: Xides Corporation (Del)
Colombia	6/13/90					
DYSAN & LOGO	109030	6/13/00	42			Registered. Owner: Xides Corporation (Del)
Colombia	6/13/90					
DYSAN & LOGO	239282	7/9/02	9			Registered.
Denmark	7/9/92					

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Country	GCWF Docket # GCWF Matter #	Filing Date	Class	Mark	Issue	Due	Registered.
DYSAN & LOGO Egypt		9			66368 11/2/93	11/2/03	Registered.
DYSAN & LOGO France		9			1709577 9/23/91	9/23/01	Registered.
DYSAN & LOGO Germany		9			00652128 9/28/90	9/28/00	Registered.
DYSAN & LOGO Germany		9, 16, 42			1041949 1/8/92	1/8/02	Registered.
DYSAN & LOGO Ireland		9			102832 11/7/88	11/16/02	Registered. Owner: Xidea Corporation (Cali)
DYSAN & LOGO Italy		9			396238 12/16/81	12/16/01	Registered. Owner: Dysan Corporation
DYSAN & LOGO Japan		11			1981811 9/21/97	9/21/07	Registered.
DYSAN & LOGO Norway		9			183311 2/24/93	2/24/03	Registered.
DYSAN & LOGO Philippines		9			49516 11/27/90	11/27/10	Registered.
DYSAN & LOGO Spain		9			1073985 10/21/85	10/21/03	Registered. Taxes due 10/21/00.
DYSAN & LOGO Sweden		9			183367 10/1/92	10/1/02	Registered.
DYSAN & LOGO Switzerland		7, 9, 16			319233 11/16/81	11/16/01	Registered. Owner: Dysan Corporation
DYSAN & LOGO United Kingdom		9			81165180 11/23/88	11/23/02	Registered. Owner: Dyan (UK) Limited
DYSAN & LOGO United Kingdom		9			B11999999 7/18/90	7/18/04	Registered. Owner: Dyan (UK) Limited
DYSAN (Sylased) China		9			838492 5/14/96	5/13/06	Registered.

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CCWF Number #	Country	Class #	Serial #	Date	Remarks
50.	DYSAN CORPORATION & LOGO Chile	7, 9	400814 1/22/03	1/22/03	Registered. Recordal chain of title pending per Ladias & Parry's docket report.
61.	DYSAN CORPORATION & LOGO Chile	40, 42	400815 1/22/03	1/22/03	Registered. Recordal chain of title pending per Ladias & Parry's docket report.
62.	DYSAN CORPORATION & LOGO Finland	9	93699 8/21/06	8/21/06	Registered. Renewal filed per Ladias & Parry's docket report.
63.	DYSAN CORPORATION & LOGO Korea	39	720408 11/20/05	11/20/05	Registered.
64.	DYSAN CORPORATION & LOGO Venezuela	21	118579-F 4/23/06	4/23/06	Registered. Owner: Dysan Corporation
65.	DYSAN CORPORATION & LOGO Venezuela	26	118578-F 4/23/06	4/23/06	Registered. Owner: Dysan Corporation
66.	DYSAN DYSAN Malaysia	9	M/94809 4/9/09	4/9/03	Registered. Owner: Dysan Corporation
67.	DYSAN DYSAN Singapore	9	189782 4/6/09	4/6/03	Registered. Owner: Ximax Corporation (Del)
68.	DYSAN IN STYLIZED FORM Vietnam	9	9299 3/17/03	3/17/03	Registered.
69.	DYSAN in Stylized form with Chinese Characters China	9	818493 5/14/06	5/13/06	Registered.

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Country	GCWF Design #	GCWF Matter #	Filing Date	Class	Serial #	Registration Date	Owner
					1739074 472365	472365	Registered. Owner: Graham Magnetics Cancellation action filed. One month extension obtained. Deadline for filing response to cancellation action is April 1, 1999.
B2.	EPOCH 480 Japan		87044 10/15/81	31			Registered. Owner: Graham Magnetics
B3.	EPOCH 480 Switzerland		5070 09/24/81	9	314,124 09724/81	09724/01	Registered. Owner: Graham Magnetics
B4.	EPOCH 480 United Kingdom		1157948 07/17/81	9	1157948 07/17/81	07/17/02	Registered. Owner: Graham Magnetics
B5.	EPOCH 480 United States		206,143 03/03/79	9	1,46,073 012081	01/20/01	Registered. Owner: Graham Magnetics
B6.	GMI France		606,280 09/04/81	9	1,688,485 09/04/81	09/22/01	Registered. Owner: Graham Magnetics
B7.	GMI Japan		269892 01/14/92	31	2,663,809 05/31/94	05/31/04	Registered. Owner: Carlisle Memory Products Group, Inc.
B8.	GMI & Design Belgium		644,803 08/28/81	9, 16	378001 07/16/82	08/28/01	Registered. Owner: Graham Magnetics
B9.	GMI & Design France		606,284 09/04/81	9	1,688,488 09/04/81	08/22/01	Registered. Owner: Graham Magnetics
B9.	GMI and Design Switzerland		5073 09/24/81	9	314,234 09724/81	09/24/01	Registered. Owner: Graham Magnetics
B9.	GMI and Design Mexico		107,013 02/20/91	9	398,086 08/09/91	02/20/01	Registered. Owner: Anacamp, Inc.
B9.	GMI and Design Norway		811,911 07/14/81	9, 16	112,415 11/18/82	11/18/02	Registered. Owner: Graham Magnetics
B9.	GMI and Design United Kingdom		1157950 07/17/81	9	B1157950 07/17/81	07/17/02	Registered. Owner: Graham Magnetics
B9.	GMI and Design United States		737385,893 09/16/86	42	1,354,687 08/13/85	08/13/05	Registered. Owner: Graham Magnetics
B9.	GMI Logo United States		737385,891 09/16/82	2	1,233,478 10/11/83	10/11/03	Registered. Owner: Graham Magnetics

Country	GC/WF Mark #	Mark	File No.	Class	Priority	Pub. No.	Pub. Date	Reg. No.	Reg. Date	Owner
96.	GRAHAM MAGNETICS Belgium	644,805 08/28/81	9, 16			377,175 06/18/82			08/23/81	Registered. Owner: Graham Magnetics.
97.	GRAHAM MAGNETICS Canada	473,681 08/06/81	N/A			268,751 03/07/82			05/07/82	Registered. Owner: Graham Magnetics
98.	GRAHAM MAGNETICS France	606,283 08/04/81	9			1,688,487 09/04/81			08/22/81	Registered. Owner: Graham Magnetics
99.	GRAHAM MAGNETICS Germany	0,290,119 WZ 09/02/81	1, 9		01/30/82	1,034,449 06/14/82			09/02/81	Registered. Owner: Graham Magnetics
100.	GRAHAM MAGNETICS Germany	DD-W 64 812/9 Wz 09/20/90	9		10/31/92	DD 652 418 03/02/93			09/20/90	Registered. Owner: Graham Magnetics
101.	GRAHAM MAGNETICS Japan	93492 1/16/81	11		08/08/83	1,709,644 08/28/84			08/28/84	Registered. Owner: Graham Magnetics
102.	GRAHAM MAGNETICS Mexico	1361 10/08/85	9			319912 12/01/86			10/30/85	Registered.
103.	GRAHAM MAGNETICS Norway	883,096 07/11/88	9			142,778 09/13/90			09/13/90	Registered. Owner: Graham Magnetics
104.	GRAHAM MAGNETICS Switzerland	5071 09/24/81	9			314,125 09/24/81			09/24/81	Registered. Owner: Graham Magnetics
105.	GRAHAM MAGNETICS United Kingdom	1160167 08/26/81	9			B1160167 08/26/81			08/26/82	Registered. Owner: Graham Magnetics
106.	GRAHAM MAGNETICS United States	73/577,382 01/13/86				1,441,854 06/09/87			06/09/87	Registered. Owner: Graham Magnetics

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Country	GCWE Docket # GCWE Mark #	Class	Date	9	7	9, 16	9, 16	N/A	9	9, 16	9	9	9	9	9	9	9	9	
Germany	GRAHAM MAGNETICS EPOCIT 480	G30468/9 WZ	06/01/83	9															Registered. Owner: Graham Magnetics
Germany	GRAHAM MAGNETICS INSPECTOR	G 30469/9 WZ	06/01/83	9															Registered. Owner: Graham Magnetics
Germany	GRAHAM MAGNETICS INSPECTOR	5872 09/24/81	06/01/83	9															Registered. Owner: Graham Magnetics
Switzerland	GRAHAM MAGNETICS PROTECTOR	2734 05/03/82		7															Registered. Owner: Graham Magnetics
Switzerland	GRAHAM MAGNETICS SUMMITT	5916 10/15/82		9, 16															Registered. Owner: Graham Magnetics
Belgium	INSPECTOR	644.806 08/28/83		9, 16															Registered. Owner: Graham Magnetics
Canada	INSPECTOR	476.211 09/30/81		N/A															Registered. Owner: Graham Magnetics
France	INSPECTOR	606.281 09/4/81		9															Registered. Owner: Graham Magnetics
France	INSPECTOR	811.913 07/14/81		9, 16															Registered. Owner: Graham Magnetics
Norway	INSPECTOR	1157949		9															Registered. Owner: Graham Magnetics
United Kingdom	INSPECTOR	187.301 09/28/78		9															Registered. Owner: Graham Magnetics
United States	PROTECTOR	649.886 04/27/82		9															Registered. Owner: Graham Magnetics

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	Country	Filing Date	Class	Serial	Priority	Registration	Remarks
149.	GCWF Decker # GCWF Miller # SUMMITT Germany	DD-W 64 8119 Wz 9/20/90	9	1001192		DD-632-417 0302893	Registered. Owner: Graham Magnetics
150.	SUMMITT Mexico	1362 10/30/85	9			315913 1210286	Registered.
151.	SUMMITT United Kingdom	1,183,430 10/04/82	9			1,183,430 04/1682	Registered. Owner: Graham Magnetics
152.	TOTAL MEMORY (Stylized) Benelux		9			532432 64493	Registered.
153.	TOTAL MEMORY (Stylized) Canada	730,247 6/2/93	N/A	52594			Allowed. Declaration of Use due 6/3/99.
154.	TOTAL MEMORY (Stylized) France					9347372 672293	Registered.
155.	TOTAL MEMORY (Stylized) Germany		9			291221 61593	Registered.
156.	TOTAL MEMORY (Stylized) Italy		9			661289 67583	Registered.
157.	TOTAL MEMORY (Stylized) Japan		9			317142 672996	Registered.
158.	TOTAL MEMORY (Stylized) Sweden		9			303458 72195	Registered.
159.	TOTAL MEMORY (Stylized) Switzerland		9			413121 70293	Registered.
160.	ULTIMAG United States	73443,685 9/14/83					Registered. Owner: Graham Magnetics

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Serial #	Country	CCNF Docket #	CCNF Matter #	App. No.	Pub. No.	Pub. Date	Pub. Date	Pub. Date	Pub. Date	Pub. Date	Pub. Date	Pub. Date
161	Brazil	XIDEX	STORAGE MASTER		9.40.9.55							Registered.
												12/3/05
												816049904 12/29/95

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