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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 Document ID # (Non-Recordation)

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name CPU, Inc. Execution Date
Month Day Year
12/29/00

Formerly Cassette Productions Unlimited, Inc.

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name CPU, Inc.

DBA/AKA/TA

Composed of

Address (line 1) c/o Protocol Services, Inc.; Attention: Deborah Zonies

Address (line 2) 222 Rosewood Drive

Address (line 3) Danvers Massachusetts 01923
City State/Country Zip Code

Individual General Partnership Limited Partnership Association

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

02/05/2001 DBYRNE 00000259 2322033

01 FC:481 40.00 DP

02 FC:482 25.00 DP

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TRADEMARK
REEL: 002229 FRAME: 0867

FORM PTO-1618B
Expires 06/30/99
OMB 0651-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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

(213) 430-6427

Name

Weni C. Giesecking, Esq.

Address (line 1)

O'Melveny & Myers LLP

Address (line 2)

400 South Hope Street

Address (line 3)

15th Floor

Address (line 4)

Los Angeles, California 90071

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

7

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

2,322,033

2,304,475

Number of Properties

Enter the total number of properties involved.

#

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

65.00

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:

#

500639

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.

Weni C. Giesecking

Name of Person Signing

Weni C. Giesecking
Signature

January 22, 2001

Date Signed

SERVICEMARK AND TRADEMARK ASSIGNMENT

SERVICEMARK AND TRADEMARK ASSIGNMENT (this "Agreement"), dated as of December 29, 2000, by and between CPU, Inc., a California corporation ("Assignor"), formerly Cassette Productions Unlimited, Inc., a California corporation (a copy of the certificate of name change is attached hereto), and CPU, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor, Assignee, Protocol Communications, Inc. and Protocol Services, Inc. have entered into an Asset Purchase Agreement, dated as of December 29, 2000 (the "Asset Purchase Agreement"), pursuant to which certain assets and liabilities are to be transferred to Assignee;

NOW, THEREFORE, Assignor and Assignee, pursuant to the Asset Purchase Agreement, and for good and valuable consideration, receipt of which is hereby acknowledged, do hereby agree as follows. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Asset Purchase Agreement.

Assignor hereby sells, assigns and transfers to Assignee, and Assignee hereby accepts, the entire right, title and interest in and to the following servicemarks and trademarks and the respective registrations thereof or applications therefor, as follows:

<u>United States Trademark Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
U.S. Trademark and Service Mark entitled: CPU	2,322,033	02/22/00
U.S. Trademark and Service Mark: CPU & Design	2,304,475	12/28/99

including, without limitation, the goodwill of the business symbolized by each thereof, and all rights of action accrued and to accrue under and by virtue hereof, coupled with the right to sue and recover for past infringements of said servicemarks and trademarks.

Attached hereto is a certified copy of the Certificate of Amendment of Articles of Incorporation of CPU, Inc. pursuant to which Assignor changed its name from Cassette Productions Unlimited, Incorporated.

[next page is signature page]

IN WITNESS WHEREOF, the undersigned has caused this Servicemark and Trademark Assignment to be executed as of the date first set forth above.

ASSIGNOR:

CPU, INC.,
a California corporation

By: Jeffrey E Baker
Jeffrey Baker
President

ASSIGNEE:

CPU, INC.,
a Delaware corporation

By: _____
Deborah Zonies
Vice President

IN WITNESS WHEREOF, the undersigned has caused this Servicemark and Trademark Assignment to be executed as of the date first set forth above.

ASSIGNOR:

CPU, INC.,
a California corporation

By: _____
Jeffrey Baker
President

ASSIGNEE:

CPU, INC.,
a Delaware corporation

By: Deborah Zonies _____
Deborah Zonies
Vice President

State of California)
) ss.:
County of Los Angeles)

On this 26 day of December, 2000, before me personally came Jeffrey Baker, to me known, who, being by me duly sworn, did depose and say that he is the President of CPU, Inc., a California corporation, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto as such officer and individually.



Deborah K. Robbins
Notary Public

State of _____)
) ss.:
County of _____)

On this ___ day of December, 2000, before me personally came Deborah Zonies, to me known, who, being by me duly sworn, did depose and say that she is the Vice President of CPU, Inc., a Delaware corporation, the corporation described in and which executed the foregoing instrument; and that she signed her name thereto as such officer.

Notary Public

State of _____)
) ss.:
County of _____)

On this ___ day of December, 2000, before me personally came Jeffrey Baker, to me known, who, being by me duly sworn, did depose and say that he is the President of CPU, Inc., a California corporation, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto as such officer and individually.

Notary Public

State of New York)
) ss.:
County of New York)

On this 27th day of December, 2000, before me personally came Deborah Zonies, to me known, who, being by me duly sworn, did depose and say that she is the Vice President of CPU, Inc., a Delaware corporation, the corporation described in and which executed the foregoing instrument; and that she signed her name thereto as such officer.

Marian E. Gustafson

Notary Public

MARIAN E. GUSTAFSON
Notary Public, State of New York
No. 60-4719491
Westchester County
Qualified in New York County 4/30/2002
Commission Expires _____

State of California



SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

APR 16 1996



Handwritten signature of Bill Jones in cursive script.

Secretary of State

A474750

ENDORSED
FILED

in the office of the Secretary of State
of the State of California

APR 9 1996

Bill Jones
BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

Jeffrey Baker and Richard Guthy certify that:

1. They are the President and Secretary, respectively, of CASSETTE PRODUCTIONS UNLIMITED, INCORPORATED, a California corporation.

2. Article I of the Articles of Incorporation of this Corporation is amended as follows:

The name of the corporation is CPU, Inc.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 200,000. The number of shares voting in favor of the amendment equalled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: March 4, 1996

Jeffrey E. Baker

Jeffrey Baker, President

Richard Guthy

Richard Guthy, Secretary

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