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Tab settings

To the Honorable Commissioner of

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Island Pacific Systems Corporation

- Individual(s)
- General Partnership
- Corporation-State California
- Other
- Association
- Limited Partnership

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

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

Name: SVI Retail, Inc.

Internal Address: Attn: President

Street Address: 12707 High Bluff Dr., Ste 335

City: San Diego State: CA ZIP: 92103

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: Apr. 1, 2000

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

A. Trademark Application No.(s)

n/a

B. Trademark registration No.(s)

2,317,062  
1,263,487

Additional numbers attached?  Yes  No

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

Name: Sheppard, Mullin, Richter & Hampton LLP

Internal Address: Attn: J. Cravitz

Street Address: 333 S. Hope St., 48th Floor

City: Los Angeles State: CA ZIP: 90071

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Donald Bennett, Esq.  
Name of Person Signing

Signature

03/02/01

Date

Total number of pages comprising cover sheet:

10

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

## TRADEMARK AND COPYRIGHT ASSIGNMENT

Assignment made as of April 1, 2000, by Island Pacific Systems Corporation, a California corporation ("Assignor") to SVI Retail, Inc., a Delaware corporation with its principal place of business at 12707 High Bluff Drive, Suite 335, San Diego, California, 92130 ("Assignee").

WHEREAS, Assignor has adopted, used, and is using certain trademarks and service marks (the "Trademarks") in connection with its business;

WHEREAS, Assignor has been granted certain United States trademark registrations (the "Trademark Registrations"), with the registration numbers identified in Exhibit A attached hereto;

WHEREAS, Assignor has filed certain United States trademark applications (the "Trademark Applications"), with the serial numbers identified in Exhibit A attached hereto;

WHEREAS, Assignor is willing to assign the Trademarks, the Trademark Registrations and the Trademark Applications to Assignee;

WHEREAS, Assignee desires to acquire the entire interest of the Assignor in the Trademarks, the Trademark Registrations and the Trademark Applications;

WHEREAS, Assignor has prepared, written, created, or developed certain materials or works or has been assigned all right, title and interest to certain materials or works (the "Works");

WHEREAS, Assignor has been granted certain United States copyright registrations (the "Copyright Registrations"), with the registration numbers identified in Exhibit B attached hereto;

WHEREAS, Assignor has filed certain United States copyright applications (the "Copyright Applications"), with the serial numbers identified in Exhibit B attached hereto;

WHEREAS, Assignor is willing to assign the Works, the Copyright Registrations and the Copyright Applications to Assignee; and

WHEREAS, Assignee desires to acquire the entire interest of the Assignor in the Works, the Copyright Registrations and the Copyright Applications.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged:

1. Assignor hereby assigns to Assignee, effective as of the date hereof, all right, title and interest in and to the Trademarks, known and unknown, together with the goodwill of the business connected with and symbolized by the Trademarks; the

Trademark Registrations and all rights that arise from the Trademark Registrations; the Trademark Applications and all rights that arise from the Trademark Applications; all rights to seek other registrations of the Trademarks in the United States Patent and Trademark Office or elsewhere; all causes of action, past and future, for infringement of the Trademarks or other violations of the rights assigned hereunder; and all rights to profits, due or accrued.

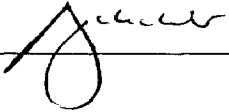
2. Assignor hereby grants, transfers, assigns, and conveys to Assignee, its successors and assigns, the entire title, right interest, ownership and all subsidiary rights in and to the Works, including but not limited to the right to secure copyright registration therein and to any resulting registration in Assignee's name as claimant, and the right to secure renewals, reissues, and extensions of any such copyright or copyright registration in the United States of American or any foreign country; the Copyright Registrations and all rights that arise from the Copyright Registrations; the Copyright Applications and all rights that arise from the Copyright Applications; all causes of action, past and future, for infringement of the Works or other violations of the rights assigned hereunder; and all rights to profits, due or accrued.

IN WITNESS WHEREOF, this Assignment has been executed on behalf of

Assignor by its duly authorized officer as of the date hereof.

ISLAND PACIFIC SYSTEMS CORPORATION (Assignor)

By: Barry Schechter

  
\_\_\_\_\_  
(sign)

Its: Chairman of the Board of Directors

STATE OF CALIFORNIA            )  
  ) SS:  
COUNTY OF                            )

On this 14<sup>th</sup> day of FEBRUARY, ~~2000~~<sup>2001</sup>, before me personally appeared BARRY SCHECHTER, who acknowledged himself to be the CHAIRMAN of BOARD OF DIRECTORS OF, and that he, as such CHAIRMAN, being ISLAND PACIFIC SYSTEMS CORP. authorized to do so, executed this instrument on behalf of such corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

(Affix stamp)

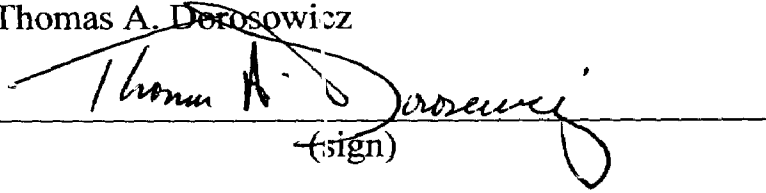


IN WITNESS WHEREOF, this Assignment has been executed on behalf of

Assignee by its duly authorized officer as of the date hereof.

SVI RETAIL, INC. (Assignee)

By: Thomas A. Dorosowicz

  
\_\_\_\_\_  
(sign)

Its: Chief Executive Officer

EXHIBIT A

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>REGISTRATION</u>	<u>REGISTRATION</u>
THE EYE EXPLORER	75-364,692	2,317,062	February 8, 2000
ISLAND PACIFIC SYSTEMS CORPORATION	73-375,293	1,263,487	January 10, 1984

**EXHIBIT B**

<u>TITLE OF WORK</u>	<u>COPYRIGHT REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
I3 Merchandising V1.4	TXu889427.	January 25, 1999
I3 Gift Registry V1.4	TXu889426	January 25, 1999
I3 Financials V1.4	TXu889425	January 25, 1999
I3 Events V1.4	TXu889424	January 25, 1999
I3 Warehouse V1.4	TXu889383	January 25, 1999
I3 Ticketing V1.4	TXu889382	January 25, 1999
I3 Sales Audit V1.4	TXu889381	January 25, 1999
I3 Sales Audit	TXu701760	August 2, 1995
I3 Ticketing	TXu701759	August 2, 1995
I3 Warehouse	TXu701758	August 2, 1995
I3 Merchandising	TXu701757	August 2, 1995
I/3 Financials	TXu701756	August 2, 1995
I/3 Events	TXu701755	August 2, 1995
I/3 Merchandising, Release 1.0: Manual	TXu671057	August 2, 1995
I3 Financials, Release 1.0	TXu695595	August 2, 1995
I3 Sales Audit Release 1.0	TXu653950	August 2, 1995
I3 Ticketing Release 1.0	TXu653948	August 2, 1995
I3 Warehouse, Release 1.0	TXu695657	August 2, 1995
I3 Events, Release 1.0	TXu695648	August 2, 1995
IBM AS/400 Island Pacific Warehousing System (IPWS-II): User documentation	TXu489098	June 26, 1991
IBM AS/400 Island Pacific Merchandising System (IPMS- II): User documentation	TXu484320.	June 24, 1991
IBM AS/400 Island Pacific Financial System (IPFS-II)	TXu477856	June 24, 1991
IBM AS/400 Island Pacific Merchandising System (IPMS-II)	TXu476193	June 24, 1991



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<u>TITLE OF WORK</u>	<u>COPYRIGHT REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
IBM AS/400 Island Pacific Warehousing System (IPWS-II)	TXu476192	June 24, 1991
IBM AS/400 Island Pacific Credit Management (IPCM-II)	TXu476191	June 24, 1991
IBM AS/400 Island Pacific Credit Management (IPCM II) User documentation	TXu479628	June 24, 1991
IBM AS/400 Island Pacific Financial System (IPFS-II) By Paul Mickelsen	TXu445769	June 25, 1990
IBM AS/400 Island Pacific Warehousing System (IPWS-II) User documentation By Paul Mickelsen	TXu462420	June 5, 1990
IBM AS/400 Island Pacific Financial System (IPFS-II)	TX2809526.	March 26, 1990
IPWS-II Release 7.0	TX2790646.	March 26, 1990
IPFS-II: Release 7.0	TXu422188	March 26, 1990
IPMS-II: Release 7.0	TXu422027.	March 20, 1990
IPWS-II	TXu421965.	March 26, 1990
IPMS-II	TXu422228.	March 26, 1990
5796-ZGT (V1MO) By Island Pacific Systems Corporation	TX2808054	March 13, 1990
5796-ZFA (V1MO) By Island Pacific Systems Corporation	TX2808053.	March 13, 1990
5796-ZDN (V1MO object & source listings) By Island Pacific Systems Corporation	TX2808052	March 13, 1990
IBM System/34 retail inventory, planning, and merchandising system, system description/ operations manual. Program No. 5796-ZDN. By Island Pacific Systems Corporation.	TX2808051	March 13, 1990
IBM System/36 Retail inventory, planning, and merchandising system implementation guide. Program No. 5796-ZGT. By Island Pacific Systems Corporation	TX2808050	March 13, 1990
5796-ZGT (V1MO)	TX1298813	February 17, 1984
IBM System/36 Retail inventory, planning and merchandising system: implementation guide	TX1277418.	January 30, 1984
5796-ZFA (V1MO)	TX1242810.	December 12, 1983
5796-ZDN	TX1236964	April 4, 1983
IBM System/34 Retail inventory, planning and	TX1117448.	April 4, 1983

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<b><u>TITLE OF WORK</u></b>	<b><u>COPYRIGHT REGISTRATION NO.</u></b>	<b><u>REGISTRATION DATE</u></b>
merchandising system: system description/ operations manual.		
IBM system/36 Retail inventory, planning, and merchandising system implementation guide (SB30-2321) Program No. 5796-ZGT. By Island Pacific Systems Corporation	TX2650550	June 19, 1989
IBM system/34 retail inventory, planning, and merchandising system description/operations manual. Program No. 5796-ZDN (SB30-2043-0) By Island Pacific Systems Corporation	TX2650549.	June 19, 1989
5796-ZDN (VIMO object & source listings) By Island Pacific Systems Corporation.	TX2650548.	June 19, 1989
5796-ZFA (VIMO) By Island Pacific Systems Corporation.	TX2650547	June 19, 1989
5796-ZGT (VIMO) By Island Pacific Systems Corporation	TX2650546	June 19, 1989
IBM System/36 Retail inventory, planning, and merchandising system: system description/ operations manual.	TXu152638.	January 30, 1984
IBM System/36 retail inventory, planning, and merchandising system: system description/ operations manual	TX1601308	August 6, 1984
IBM System/38 retail inventory, planning and merchandising system: System description - operations manual.	TX1171890.	July 29, 1983

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