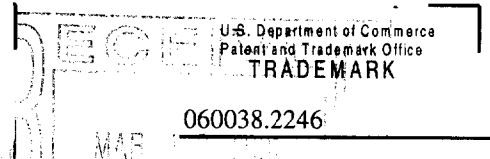


03-29-2001



101653071



060038.2246

3-12-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

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

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

03/29/2001 DRYRNF 00000001 7573853
01 PD-180 40.00 0P

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

TRADEMARK
REEL: 002259 FRAME: 0857

Expires 06/30/99
OMB 0651-0027

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name GREGORY A. TRIBER

Address (line 1) OPPENHEIMER WOLFF & DONNELLY LLP

Address (line 2) 1400 PAGE MILL ROAD

Address (line 3) PALO ALTO, CALIFORNIA 94304

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (650)320-4000

Name GREGORY A. TRIBER

Address (line 1) OPPENHEIMER WOLFF & DONNELLY LLP

Address (line 2) 1400 PAGE MILL ROAD

Address (line 3) PALO ALTO, CALIFORNIA 94304

Address (line 4)

Pages

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

1

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)

75/773853

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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:

02-3964

Authorization to charge additional fees:

Yes

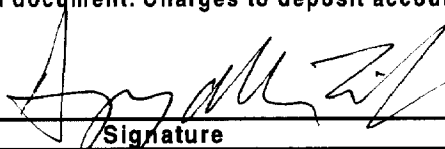
No

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.

GREGORY A. TRIBER

Name of Person Signing



Signature

3-5-01

Date Signed

Assignment And Acknowledgement of Trademark Rights

WHEREAS, Viewpoint Corporation, with its address at 498 7th Avenue, Suite 1810, New York, New York 10018 ("Assignor"), is the owner of all right, title, and interest in the trademark **REACTOR**, as embodied in the word mark application for goods identified as computer software for graphics applications, graphics image creation and visual communication rendition, in class 9, as reflected in Serial No. 75/773,853, filed 11 August 1999 (the "Mark");

AND, WHEREAS Brian O'Donoghue acknowledges that he is Vice President of Assignor, and confirms that he is authorized to execute this Assignment on behalf of Assignor;

AND WHEREAS Assignor intends to assign the Mark, together with the goodwill of the portion of the business to which it pertains, to Discreet Logic, Inc., with its address at 10 Duke Street, Montreal, Quebec, Canada H3C 2L7 ("Assignee");

AND, WHEREAS, in consideration of the Assignment of all rights, title, and the portion of business and goodwill associated with the Mark, Assignee is providing and granting a limited license of thirty (30) copies (two each of 15 license "lab paks") of Assignee's "3DS Max 4" software (the "Software") to Assignor;

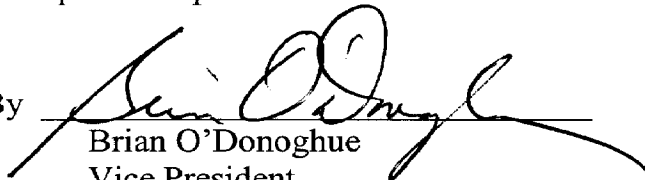
AND, WHEREAS Assignee agrees that the Software is to be provided to Assignor within thirty (30) days of the execution of this Assignment;

AND, WHEREAS Assignor agrees that it shall not redistribute or resell the Software outside of use by Assignor, and agrees that the Software shall be used only for non-production work, such use limited to use at demonstrations and tradeshow, and for internal-only testing, training of end-users, and development work on "plug-ins" related to the Software;

NOW, THEREFORE, the Assignor, hereby formally assigns unto Assignee, all rights, title, and interest in and to the **REACTOR** word mark as a successor to the portion of business and goodwill to which the Mark pertains.

Executed at 498 SEVENTH AVE, NY, this 21ST day of February, 2001.

Viewpoint Corporation

By 
Brian O'Donoghue
Vice President