

04-23-2001



101682391

Conveying party: CDD, inc.

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

emarks. Please record the attached original documents or copy thereof.

4-9-01

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation-State of Delaware
- Other Indiana Limited Liability Company

Additional name(s) of conveying parties(ies) attached:       Yes     No

3. Nature of Conveyance:

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

Execution Date: \_\_\_\_\_

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

Name: Escient Technologies, LLC

Internal Address: \_\_\_\_\_

Street Address: 6325 Digital Way

City: Indianapolis                      State: IN    Zip: 46278

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_

Other Limited Liability Company - Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached:     Yes     No

(Designation 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)  
75/656,415

B. Trademark registration No.(s):

Additional numbers attached?     Yes     No

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

Name: Angela M. Fifelski

Internal Address: ICE MILLER

Street Address: One American Square, Box 82001

City: Indianapolis                      State: Indiana                      ZIP: 46282

6. Total number of applications and registrations involved:    1

7. Total fee (37 CFR 3.41): ..... \$ 25.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 09-0007

(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.*

Angela M. Fifelski  
Name of Person Signing

Angela M. Fifelski                      4-6-01  
Signature                                      Date

Total number of pages including cover sheet:    11

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

773302.1

**TRADEMARK**  
**REEL: 002276 FRAME: 0172**

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

**Re: Verified Statement under TMEP 501.01(a) Assignment of Intent-to-Use Application**

Mark: ENTERTAINMENT PUMP  
Application No.: 75/656,415  
Filed: March 9, 1999  
Original Owner: Escient, Inc.  
Our File No.: T02000-US-0 (17380.0002)

**DECLARATION**

I, Nora Doherty, hereby swear and affirm as follows:

1. I am the Corporate Secretary for CDDB, Inc. ("Assignor") and the Corporate Secretary for Escient Technologies, LLC ("Assignee"), and as Corporate Secretary, I have actual authority to sign this Declaration on behalf of the Assignor and Assignee. I additionally was the Corporate Secretary for Escient, Inc., the prior Applicant for the above-referenced application.
2. Escient, Inc. ("Applicant") applied for the mark ENTERTAINMENT PUMP serial number 75/656,415.
3. On December 31, 1999, Applicant was merged into Assignor. (Articles of Merger attached as Exhibit A.)
4. January 1, 2000, Assignor transferred certain businesses and assets to Assignee. The portion of the business of Applicant to which the Trademark pertains was transferred to Assignee, and that business is ongoing and existing. Assignee is the successor to the business of the Applicant to which the mark pertains. (Assignment of Assets and Assignment of Trademark attached as Exhibits B and C.)

5. The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, and that all statements made of her own knowledge are true and all statements made on information and belief are believed to be true.

April 3, 2001

Date



Nora Doherty

Corporate Secretary, CDDDB, Inc.

Corporate Secretary, Escient Technologies, LLC

773309.1

**ASSIGNMENT OF TRADEMARK**

WHEREAS, CDDDB, Inc. (the "Assignor"), a Delaware corporation having an address of 6325 Digital Way, Indianapolis, Indiana 46278, is the owner of the following pending trademark application that has been applied for with the United States Patent and Trademark Office:

Mark	Services	Serial No.	Filing Date
ENTERTAINMENT PUMP	Computer software and computer hardware for storing digital media, namely movies, music, games and information from the global computer network	75/656,415	March 9, 1999

WHEREAS, Escient Technologies, LLC (the "Assignee"), a Delaware limited liability company having an address of 6325 Digital Way, Indianapolis, Indiana 46278, is desirous of acquiring this trademark and the pending registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all rights, title and interest in and to said pending trademark application, together with the goodwill of the business associated with or symbolized by said trademark and the above-identified pending application thereof, and including the right to sue and collect damages for any and all past infringements.

The successor of the portion of the business to which the pending trademark pertains and that business is ongoing.

IN WITNESS WHEREOF, CDDDB, Inc. has duly executed this Assignment on March 27, 2001, to be effective January 1, 2000.

CDDDB, Inc.

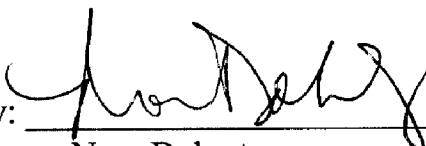
By:   
Nora Doherty  
Secretary CDDDB, Inc.

Exhibit C

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CDDB, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1999, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1999, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 6 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 6:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

Exhibit A



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

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001140077

AUTHENTICATION: 0326417

DATE: 03-20-00

TRADEMARK  
REEL: 002276 FRAME: 0176

**CAPITAL CONTRIBUTION AND ASSUMPTION AGREEMENT**

The undersigned company, CDDDB, Inc. ("CDDDB"), as a capital contribution to Escient Technologies, LLC ("Escient Technologies"), a Delaware limited liability company, hereby assigns, transfers and delivers to Escient Technologies all of CDDDB's right, title and interest in and to the assets listed on Exhibit A attached hereto. CDDDB covenants to take all such further actions and to execute all such additional documents as may be reasonably necessary to fully effectuate the capital contribution described herein.

Effective as of 12:01 a.m. on January 1, 2000

CDDDB, INC.

By: \_\_\_\_\_

Printed: \_\_\_\_\_

Its: \_\_\_\_\_

The undersigned, Escient Technologies, LLC ("Escient Technologies"), a Delaware limited liability company, hereby (a) acknowledges receipt of and accepts from CDDDB, Inc. ("CDDDB") a capital contribution of all of CDDDB's right, title and interest in and to the assets listed on Exhibit A attached hereto and will issue to CDDDB the preferred membership interest in Escient Technologies in exchange for such contribution and (b) assumes and agrees to promptly perform all of CDDDB's obligations directly related to the Escient Convergence Business, an unincorporated division of CDDDB which was previously operated by Escient, Inc., an Indiana corporation, including, without limitation: (i) trade payables incurred in the ordinary course of the Escient Convergence Business prior to the date hereof, (ii) wages, salaries and compensation payable to employees performing services for the Escient Convergence Business, and (iii) any foreign, federal, state and local sales, use or personal property tax obligations (but not including any income tax obligations, which shall remain obligations solely of CDDDB); provided, however, the obligations to be assumed by Escient Technologies will not exceed the lesser of (1) the tax basis or (2) the fair market value of all of the assets contributed by CDDDB.

Effective as of 12:01 a.m. on January 1, 2000

ESCIENT TECHNOLOGIES, LLC

By: \_\_\_\_\_

Printed: \_\_\_\_\_

Its: \_\_\_\_\_

568825.1

Exhibit B

**EXHIBIT A**

**ASSET LIST**

1. 10,000 fully paid, non-assessable shares of Common Stock of Starmatix, Inc., represented by Certificate No. Nine (9)
2. 40 fully paid, non-assessable shares of Common Stock of Tom Doherty, Inc., represented by Certificate No. Seven (7)
3. All of the furniture and equipment located at 12955 Old Meridian Street, Carmel, Indiana 46032 and used in the Escient Convergence Business and all of the furniture and equipment located at 535 N. Pleasantburg Drive, Suite 114, Greenville, South Carolina 29607 and used in the Escient Convergence Business.
4. All of the intellectual property listed on the chart attached hereto.

SCHEDULE A

ESC-CV-Compass	10/27/1997	TX 4-671-483	Copyright Compass Program					
ESC-CV-SAR200	05/13/1998	TX 4-796-026	Copyright SAR200 Program					
ESC-CV-TB100	06/15/1998		Copyright TB100 Program					
ESC-CV-TBV3.1	10/27/1997	TX 4-671-326	Copyright TuneBase version 3.1					
ESC-PT-1364.1002	01/05/1999	09/227,086	Playback device having text display and communication with remote database of titles					
ESC-PT-1364.1003	01/07/1999	09/226,169	Multi-channel video pump					
ESC-PT-1364.1003CIP	01/06/2000	09/478,407	Multi-channel video pump					
ESC-PT-1364.1004	01/05/1998	09/002,721	Automated control of electronic devices					
ESC-PT-PCT-1364.1002JP	09/02/1999	1-348387	Playback device having text display and communication with remote database of titles					
ESC-PT-1364.1006P	10/13/1999	60,159,102	Automated Assignment and Tuning of Radio Call Letters to Radio Presets					
ESC-PT-1364.1006P			Full patent disclosure					
ESC-PT-1364.1007	12/03/1999	09/453,023	Apparatus, method and database for control of audio/video equipment					
ESC-MOI	12/08/1999		IR Power Event Controller					
ESC-PT-SNY			Validity Study of Sony's 5,751,672 Patent					
ESC-PT-SNY-IN			Decide whether to pursue declaratory judgement and reexamination					
ESC-SM-CED	09/01/1999	75/789551	Service mark, CE-Commerce					
ESC-TM-CEC	09/01/1999	75/789596	Trademark, CE-Commerce					
ESC-TM-Compass	08/20/1997	75/343836	Trademark Compass					
ESC-TM-EF	12/30/1998	75/613509	Trademark, E-Furnace					
ESC-TM-EF2	12/30/1998	75/613507	Trademark, Entertainment Furnace					
ESC-TM-Entertainet		75/613873	Trademark Entertainet					
ESC-TM-EP	03/09/1999	75/656415	Trademark Entertainment Pump					
ESC-TM-ESC	06/17/1997	75/310609	Trademark Escient					



SCHEDULE A

ESC-TM-ESCST	06/17/1997	75/310608	Trademark Escient, stylized					
ESC-TM-FB	08/24/1999	75/783620	Trademark, Fireball					
ESC-TM-HJ	06/23/1999		Trademark, Hot Jupiter					
ESC-TM-Icontrol			Trademark, Icontrol					
ESC-TM-IL	08/28/1998	75/544824	Trademark Intelligentlink					
ESC-TM-MB	08/01/1999	75/717510	Trademark, MediaBase					
ESC-TM-MH	06/23/1999	75/734834	Trademark Mediahub					
ESC-TM-MV	12/30/1998	75/613508	Trademark, Mediavault					
ESC-TM-MOD	06/01/1999	75/717507	Trademark, MOD					
ESC-TM-MOD1	06/01/1999	75/718378	Trademark, Media On Demand					
ESC-TM-Movie	06/01/1999	75/717899	Trademark MovieBase					
ESC-TM-MP	03/09/1999	75/656316	Trademark, Media Pump					
ESC-TM-OG	12/09/1999		Trademark, Open Globe					
ESC-SM-OG	12/09/1999		ServiceMark, Open Globe					
ESC-TM-PBI	03/09/1999	75/656886	Trademark Powered by the Internet					
ESC-TM-PF	06/01/1999	75/717897	Trademark Powerfile					
ESC-TM-Play	08/24/1999	75/783052	Trademark PowerPlay					
ESC-TM-PV			Trademark, PowerView					
ESC-TM-TB	06/17/1997	75/310607	Trademark TuneBase					
ESC-TM-TBTV	06/17/1997	75/310606	Trademark TuneBase TV					
ESC-TM-Terastore	06/23/1999	75/734837	Trademark Terastore					
ESC-TM-VP	03/09/1999	75/656310	Trademark Video Pump					
ESC-TM-VMTB	12/23/1997	75/409813	Trademark We Make Technology Behave, stylized					

**CERTIFICATE OF MERGER  
OF  
FOREIGN CORPORATION  
INTO  
DELAWARE CORPORATION**

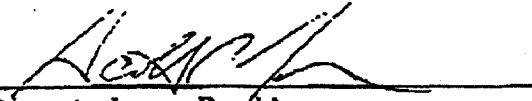
**(Under Section 252 of the General Corporation Law  
of the State of Delaware)**

THE UNDERSIGNED, CDDDB, Inc. (the "Surviving Corporation"), a corporation existing pursuant to the provisions of the General Corporation Law of the State of Delaware, as amended, (the "Delaware Act") in compliance with the requirements of the Delaware Act, and desiring to effect a merger of Escient, Inc., an Indiana corporation, with and into the Surviving Corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
  - (a) CDDDB, Inc. ("CDDDB"), a Delaware corporation; and
  - (b) Escient, Inc. ("Escient"), an Indiana corporation.
  
2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by CDDDB and by Escient in accordance with the provisions of subsection (c) of Section 252 of the Delaware Act.
  - (a) The name of the Surviving Corporation is CDDDB, Inc.
  - (b) The Certificate of Incorporation of CDDDB, as previously amended and/or restated, shall be the Certificate of Incorporation of the Surviving Corporation.
  - (c) The Surviving Corporation is a corporation of the State of Delaware.
  
3. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 2141 4<sup>th</sup> Street, Berkeley, California 94710.
  
4. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of CDDDB or former shareholder of Escient.
  
5. The authorized capital stock of the Surviving Corporation is (a) 50,000,000 shares of Common Stock, \$0.01 par value, issuable in one or more series, and (b) 15,000,000 shares of Preferred Stock, \$0.01 par value, issuable in one or more series, 8,500,000 of which shall be designated Series A Convertible Preferred Stock.

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by Scott A. Jones, its President, and attested by Nora B. Doherty, its Secretary, to be effective December 31, 1999.

CDDB, INC.

By:   
Scott A. Jones, President

ATTEST:

By:   
Nora B. Doherty, Secretary