

04-25-2001



101686223

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

Docket No.:

050900-0011

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Circadence Corporation

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: February 28, 2001

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

Name: VR-1 Entertainment, Inc.

Internal Address:

Street Address: 5775 Flatiron Parkway, Suite 210

City: Boulder State: CO ZIP: 80301

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic designation is... (Designations must be a separate document from Additional name(s) & address(es))

Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/123,388 75/341,851 75/306,878

04/25/2001 GTON11 00000387 76123388

01 FC:481 40.00 OP
02 FC:482 300.00 OP

Additional numbers

B. Trademark Registration No.(s)

2,172,957 2,249,099 2,108,859
2,353,980 2,245,055 2,368,979
2,286,685 2,222,036 1,992,481
2,330,265

Yes No

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

Name: Michael D. Fabiano

Internal Address: Skadden, Arps, Slate, Meagher

& Flom LLP

Street Address: 525 University Avenue

City: Palo Alto State: CA ZIP: 94301

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 3.41): \$ 520.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

19-2385

Refund Ref: 04/25/2001 GTON11 0000104455

DO NOT USE THIS SPACE

CHECK Refund Total: \$180.00

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.

Michael D. Fabiano

Name of Person Signing

Signature

April 12, 2001

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

TRADEMARK ASSIGNMENT

This Trademark Assignment is made as of the 28th day of February, 2001, from Circadence Corporation, a Delaware corporation ("Assignor"), to VR-1 Entertainment, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of the trademarks and registrations identified in Exhibit 1 attached hereto (the "Trademarks");

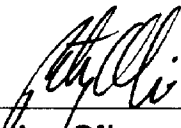
WHEREAS, Assignee is desirous of acquiring the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, transfer, convey, and assign unto Assignee Assignor's entire right, title, and interest in and to the Trademarks, in the United States and all jurisdictions outside the United States, together with the goodwill of the business appurtenant thereto and which is symbolized thereby, including the right to apply for trademark registration outside the United States based in whole or in part on said Trademarks, and the right to renew the trademark registration included in the Trademarks, and every priority right that is or may be predicated upon or arise from said Trademarks, to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives, to be used as fully and entirely as said rights would have been held and enjoyed by Assignor if this Assignment had not been made.

Assignor hereby authorizes the Commissioner of Patents and Trademarks of the United States and other empowered officials of the United States Patent and Trademark Office and/or the appropriate empowered officials in relevant jurisdictions outside the United States to record the transfer of the registration included in the Trademarks to Assignee as assignee of Assignor's entire right, title, and interest therein, and to issue to Assignee all trademark registrations referred to above which may issue with respect to the Trademarks in or outside the United States, in accordance with this Trademark Assignment.

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be executed by its proper officer thereunto duly authorized, as of the date first above written.


ASSIGNOR:
CIRCADENCE CORPRATION,
a Delaware corporation

By: 
Name: **Peter-Christian Olivo**
Title: **Executive Vice President,
General Counsel and Secretary**

State of Colorado }
County of Boulder } ss:
}

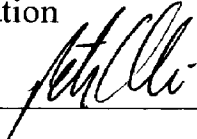
Before me, the undersigned, a Notary Public of the State of Colorado, personally appeared Peter Christian Olivo, having been sworn by me according to law did depose and say he was the Executive Vice President of Circadence Corporation ("Assignor") and did acknowledge the execution of the foregoing Trademark Assignment on behalf of said Assignor.

WITNESS my hand and notarial seal this 28th day of February, 2001.


(Signature)

Lisa M. Huber
(Printed Name)

ASSIGNEE:
VR-1 ENTERTAINMENT, INC.,
a Delaware corporation

By: 

Name:
Title:

Common-Law Trademarks

U.S. COMMON-LAW TRADEMARK	
	Air Attack
	Destiny Comics
	D2G
	E.D.M. Signal Isolator
	Fishin' wit' Raunchy
	HEW-9 Eliminator
	HyperPlasmaBall
	Massively Multiplayer 3D
	Digital Comics
	MM3D
	Net Racer
	Orn Attack
	Orn Patrol
	Pepelaz
	Tesla
	Tides of War
	Virtual VR-1 Reality (& Design)
	VR-1 & Design
	VR-1 Multi-User Domain Engine
	X3 DFN/DR

Japanese Application

Trademark	Application No.
VR•1, Inc.	11-060645

EXHIBIT 1

TRADEMARKS AND REGISTRATION THEREFOR

Section 3.25(a)(ii) - Trademarks

UNITED STATES APPLICATIONS

	TRADEMARK	
	DARK CONTINENTS Ser. No. 76/123,388 (ITU)	
	EVERNIGHT Ser. No. 75/341,851 (ITU)	
	VR-1 CROSSROADS Ser. No. 75/306,878 (ITU)	

UNITED STATES REGISTRATIONS

	TRADEMARK	
	HYPERSONIC Reg. No. 2,172,957	
	Miscellaneous Design Reg. No. 2,249,099	
	MEGABOT Reg. No. 2,108,859	
	NOMADS OF KLANTH Reg. No. 2,353,980	
	RUMBLE IN THE VOID Reg. No. 2,245,055	
	THE SARAC PROJECT Reg. No. 2,368,979	
	TOWERS OF FALLOW Reg. No. 2,286,685	
	ULTRACORPS Reg. No. 2,222,036	
	VR-1 Reg. No. 1,992,481	
	DEVIL'S THUMB ENTERTAINMENT (& Design) Reg. No. 2,330,265	