

04-25-2001



101686646

3.26.01

**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 (Non-Recordation)  
Document ID #
- 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  Execution Date   
Month Day Year

Formerly  75789086

- 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)     
City State/Country Zip Code

- 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

**FOR OFFICE USE ONLY**

04/26/2001 GTON11 00000011 501461 75789086

01 FC:481 40.00 CH  
02 FC:482 150.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

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

**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" value="75789086"/>	<input type="text" value="75789087"/>	<input type="text" value="75296897"/>	<input type="text" value="2124210"/>	<input type="text" value="2101885"/>	<input type="text" value="2093464"/>
<input type="text" value="75296887"/>	<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"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

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: #

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.

Ruth A. Kennedy - Gen. Counsel

*Ruth A. Kennedy*

3/22/01

Name of Person Signing

Signature

Date Signed

## **EXHIBIT B**

### **INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT**

This Intellectual Property Assignment Agreement (the "IP Agreement") is entered into as of February 28, 2001 (the "Effective Date") by and between Pogo.com Inc., a Delaware corporation ("Assignor") and Pogo Corporation, a Delaware corporation ("Assignee").

#### **RECITALS**

A. Assignor is the owner and registrant of certain intellectual property assets, and wishes to assign all right, title and interest in all such intellectual property assets to Assignee in connection with a transfer of substantially all of Assignor's assets and corresponding business to Assignee, in consideration for capital stock in Assignee;

B. Assignee wishes to obtain an assignment of all right, title and interest in such intellectual property assets of Assignor, in exchange for issuing capital stock to Assignor;

Now, therefore, in consideration for the mutual promises and covenants contained in this IP Agreement and in a related Stock Purchase and Asset Transfer Agreement between the parties, dated as of even date herewith, and for other valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

#### **1. ASSIGNMENT OF INTELLECTUAL PROPERTY ASSETS**

Assignor hereby assigns to Assignee, for Assignee and Assignee's successors, transferees, and assignees, the entire worldwide right, title and interest, of whatever kind and nature, forever and throughout the universe, in and to any and all of Assignor's intellectual property assets and rights (including but not limited to, copyrights, moral rights, patents, patent applications, domain names, trademarks, service marks, trade names, and trade secrets, and specifically including but not limited to those domain name registrations listed on the attached Exhibit A, trademark registrations and applications listed on the attached Exhibit B, those copyright registrations and applications listed on the attached Exhibit C, and those patents and patent applications listed on the attached Exhibit D), all rights to receive any of the foregoing, and all proceeds thereof (the "Assignor IP Assets"). The Assignor IP Assets shall also be deemed to include the results and proceeds of the services of all persons rendering services in connection with the Assignor's web sites, products and services, the rights of which are being assigned hereunder. Assignor represents that Assignor has the rights, titles, and interests to convey the Assignor IP Assets as set forth herein, and covenants that Assignor has not made and will not make hereafter any assignment, grant, mortgage, license, or other agreement affecting the rights, titles, and interests herein conveyed.

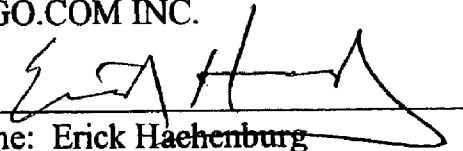
**2. FURTHER DOCUMENTS**

Assignor agrees to execute and deliver to Assignee such further instruments as may be reasonably required to carry out or effectuate the purposes and intent of this Assignment.

Executed by the parties as of the Effective Date by their authorized representatives as set forth below:

**ASSIGNOR**

POGO.COM INC.

By: 

Name: Erick Hachenburg

Title: President and Chief Executive Officer

**ASSIGNEE**

POGO CORPORATION

By: 

Name: Niles Lakhani

Title: Chief Financial Officer

## EXHIBIT A

### DOMAIN NAME REGISTRATIONS

POGO.COM  
PRETEN.COM  
TRIVIATRON.COM  
POCKETQUIZ.COM  
TEN.NET  
POGOGAME.COM  
POGOGAMES.COM  
POGOSUCK.COM  
POGOSUCKS.COM  
POGOSUX.COM  
POGOCORP.COM  
POGOMUSIC.COM  
POGOCASINOGAMES.COM  
POGOBRIDGE.COM  
POGOSOCER.COM  
POGOONLINE.COM  
POGOLOTTERY.COM  
POGOFOOTBALL.COM  
POGOGOLF.COM  
POGOCONTEST.COM  
PLAYPOGOGAMES.COM  
POGOINTERACTIVE.COM  
POGOFANTASYLEAGUE.COM  
POGOSPADES.COM  
POGOQUIZ.COM  
POGODOLLARS.COM  
TEAMPOGO.COM  
POGOSHOWS.COM  
POGOMAN.COM  
POGOTRIVIAGAMES.COM  
POGOTV.COM  
POGOPUZZLES.COM  
POGOSTAKES.COM  
POGOFAMILYGAMES.COM  
POGOBREAK.COM  
POGOFUN.COM  
POGOTEST.COM  
POGOTALK.COM  
POGOQUIZSHOWS.COM  
POGOTEENS.COM  
POGOEUCHRE.COM  
POGOGAMESHOWS.COM  
POGOSTICKY.COM  
POGOVIDEO.COM  
POGOBOARDGAMES.COM  
POGOCLUB.COM  
POGOPRIZE.COM

POGOPARLORGAMES.COM  
POGOCARDS.COM  
POGOBINGOGAMES.COM  
POGOTELEVISION.COM  
POGOGAMING.COM  
POGOCASINO.COM  
POGOCENTER.COM  
POGOSOLITAIRE.COM  
POGOHEARTS.COM  
POGOBUCKS.COM  
POGOCHANNEL.COM  
POGOPUZZLE.COM  
POGOCHALLENGE.COM  
POGOPOKER.COM  
POGOCHAT.COM  
POGOCHARITY.COM  
PLAYPOGO.COM  
POGOMOVIES.COM  
POGOFINALS.COM  
POGOCARDGAMES.COM  
POGOBASKETBALL.COM  
POGOCENTRAL.COM  
POGOFREE.COM  
POGOCO.COM  
POGOBETA.COM  
POGOCHECKERS.COM  
POGOSTUFF.COM  
POGOSPORTSGAMES.COM  
POGOPHONE.COM  
POGOSWEEPSTAKES.COM  
POGOBASEBALL.COM  
POGOBOOKS.COM  
POGOBACKGAMMON.COM  
POGOBINGO.COM  
POGONEWS.COM  
POGOALPHA.COM  
PGL.NET  
POGINI.COM  
THEGREATPOGINI.COM  
GREATPOGINI.COM  
PGL.COM  
POGOLOTTO.COM  
BANKBUSTERSLOTTO.COM  
BANKBUSTERLOTTO.COM  
TENETWORK.COM

**EXHIBIT B****TRADEMARK REGISTRATIONS AND APPLICATIONS**

<b>COUNTRY: UNITED STATES</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO	9, 41	75/789,086	8/31/99			Possibly Suspended
POGO.COM	9,41	75/789,087	8/31/99			Suspended
PLAY THE PLANET!	9	74/608,454	12/8/94	1945466	1/2/96	REGISTERED (registered in the name of Outland Inc.)
PGL	16,35,38,41, 42	75/296,897	5/21/97			PENDING
PLAY IT ONLINE	42	75/016,902	11/3/95	2,124,210	12/23/97	REGISTERED
PROFESSIONAL GAMER'S LEAGUE	16,35,38,41,4 2	75/296,887	5/21/97			PENDING
TOTAL ENTERTAINMENT NETWORK	38	74/673,401	5/12/95	2,101,885	9/30/97	REGISTERED
TOTAL ENTERTAINMENT NETWORK	42	74/673,425	5/12/95	2,093,464	9/2/97	REGISTERED

<b>COUNTRY: AUSTRALIA</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO	28,41,42	825,625	2/29/00			PENDING
POGO DOOMSDAY DEFENCE	41	844,367	7/28/00			PENDING
VIRTUAL DATE	41	844,366	7/28/00			PENDING

<b>COUNTRY: BENELUX</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO	9, 28, 41	945,480	9/2/99	653842	9/2/99	REGISTERED

<b>COUNTRY: BRAZIL</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO	28	822,508,028	6/15/00			PENDING
POGO	41	822,586,401	6/15/00			PENDING
POGO	42	822,586,398	6/15/00			PENDING

<b>COUNTRY: CANADA</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO	28, 41, 42	1,048,575	2/29/00			PENDING

<b>COUNTRY: CHINA (PEOPLE'S REPUBLIC OF)</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO	28	2000/22,327	2/29/00			PENDING
POGO	38	2000/22,328	2/29/00			PENDING
POGO	41	2000/22,329	2/29/00			PENDING
POGO	42	2000/22,330	2/29/00			PENDING

<b>COUNTRY: EUROPEAN UNION</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO	28,41	1,530,096	2/28/00			PENDING

<b>COUNTRY: GERMANY</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO	28,41,42	1530096	8/31/99			PENDING

<b>COUNTRY: NORWAY</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO	28, 41,42	2000 02236	2/29/00			PENDING

<b>COUNTRY: ARGENTINA</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO.COM	28	2,270,924	2/29/00			PENDING
POGO.COM	41	2,270,925	2/29/00			PENDING
POGO.COM	42	2,270,926	2/29/00			PENDING

<b>COUNTRY: INDONESIA</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO.COM	28	D00-3,599	2/29/00			PENDING
POGO.COM	41	J00-3,598	2/29/00			PENDING
POGO.COM	42	J00-3,597	2/29/00			PENDING

<b>COUNTRY: JAPAN</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO.COM	28, 41, 42	2000-18,245	2/29/00			PENDING

<b>COUNTRY: HONG KONG</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO/POGO.COM	28	4,080/2000				PENDING
POGO/POGO.COM	41	4,081/2000				PENDING
POGO/POGO.COM	42	4,082/2000				PENDING

<b>COUNTRY: MALAYSIA</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO/POGO.COM	28	2000/02,175	2/29/00			PENDING

POGO/POGO.COM	41	2000/02,176	2/29/00			PENDING
POGO/POGO.COM	42	2000/02,177	2/29/00			PENDING

<b>COUNTRY: SINGAPORE</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt.</u>	<u>Reg. #</u>	<u>Reg. Dt.</u>	<u>Status</u>
POGO/POGO.COM	28	3,063/00	2/28/00			PENDING
POGO/POGO.COM	41	3,064/00	2/28/00			PENDING
POGO/POGO.COM	42	3,065/00	2/28/00			PENDING



**EXHIBIT C**

**COPYRIGHT REGISTRATIONS AND APPLICATIONS**

None

**EXHIBIT D**

**PATENTS**

<b>Country:</b>	<b>Patent No.:</b>	<b>Title:</b>	<b>Filing Date:</b>
United States	6,061,722	Network Performance Assessment System & Method	12/23/96
United States	Pending	Positive Return Gambling	11/16/00