

05-08-2001



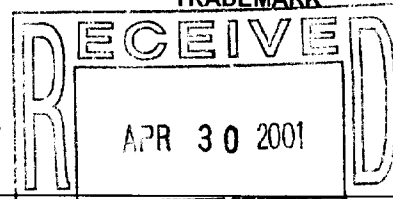
FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

101707007

U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK

4/30/01



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

Change of Name

Other

Effective Date
Month Day Year

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/AKATA

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

05/08/2001 6TON11 00000187 1952838

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 175.00 OP

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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

TRADEMARK
REEL: 002289 FRAME: 0846

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,952,838"/>	<input type="text" value="1,946,618"/>	<input type="text" value="1,925,187"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,090,328"/>	<input type="text" value="2,062,486"/>	<input type="text" value="1,965,010"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,952,837"/>	<input type="text" value="1,955,727"/>	<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.

Tsan Abrahamson

Name of Person Signing

Tsan Abrahamson

Signature

25. Apr 01

Date Signed

ASSIGNMENT NUNC PRO TUNC

WHEREAS, Walnut Creek CDROM, Incorporated, a California corporation ("Walnut Creek"), having an address at 4041 Pike Lane, Suite F, Concord, California, had adopted, used and was using the marks which are the subject of registrations in the United States Patent and Trademark Office (the "Marks") as listed in Schedule A; and

WHEREAS, Walnut Creek assigned to Berkeley Software Design, Inc., a Delaware corporation ("BSDi"), having an address at 4945 North 30th Street, Suite 300, Colorado Springs, Colorado; and

WHEREAS, Walnut Creek and BSDi were fully cognizant of the aforementioned assignment, effective March 3, 2000; and

WHEREAS, this nunc pro tunc assignment is being executed now in order to clarify the ownership of the Marks and to confirm that Walnut Creek did assign to BSDi all rights, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks.

BE IT RESOLVED, that Walnut Creek hereby confirms the assignment of the Marks to BSDi

Walnut Creek CDROM, Incorporated

Dated: 4/25/01

By: RA. Bruce
Name: Robert A. Bruce
Title: President

1.

638981 v1/35
DP1101.DOC

SCHEDULE A

MARK	REGISTRATION NUMBER
GIFS GALORE	1,952,838
WALNUT CREEK CDROM	2,090,328
FRACTAL FRENZY	1,952,837
WELCOME TO AFRICA	1,946,618
VISIONS	2,062,486
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Tsan Abrahamson

Name of Person Signing

Tsan Abrahamson

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Walnut Creek CDROM, Incorporated

Dated: 4/25/01

By: RA. Bruce

Name: Robert A. Bruce

Title: President

I.

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