

10-01-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

S3 Networks, LLC

19/10-10

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other limited liability company

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: August 30, 2001

2. Name and address of receiving party(ies)

Name: Solutionary, Inc.

Internal Address:

Street Address: 9420 Underwood Avenue

City: Omaha State: NE Zip: 68114

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

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

78/027004 78/026998

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Victoria H. Finley

Internal Address:

Street Address: 1500 Woodmen Tower

City: Omaha State: NE Zip: 68102

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

N/A

(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.

Victoria H. Finley

Name of Person Signing

Victoria H. Finley

Signature

9/20/01

Date

4

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

ASSIGNMENT OF INTELLECTUAL PROPERTY

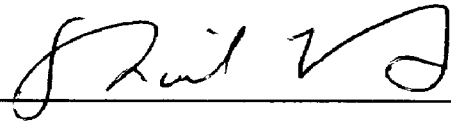
WHEREAS, S3Networks, a Delaware limited liability company ("**Assignor**"), has adopted, used and was using until the date hereof certain trademarks, service marks, trade names, domain names, trade secrets, copyrights and all other intellectual property rights and other proprietary information, processes and formulas, know-how, inventions, methodologies and new developments used in the Assignor's Business, as defined in the Asset Purchase Agreement between Assignor and Solutionary, Inc., a Delaware corporation ("**Assignee**") dated July 31, 2001 (the "**Purchase Agreement**"), or otherwise necessary for the operation of the Business, as described on Exhibit A attached hereto (the "**Intellectual Property**").

WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to the Intellectual Property in connection with the purchase of all the assets and properties held in connection with, necessary for, or material to the business and operations of the Business pursuant to the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the Intellectual Property, together with the goodwill of the business represented by the Intellectual Property.

Dated: 8/30/, 2001.

S3NETWORKS, LLC,
a Delaware limited liability company

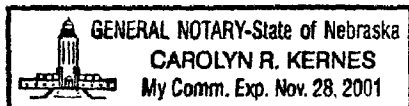
By: 
Its: CEO

STATE OF Nebraska)
) ss
COUNTY OF Douglas)

I, the undersigned, a Notary Public, in and for said County, in the State aforesaid, do hereby certify that Sahal Yusuf, known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he had signed and delivered this instrument, as the duly authorized agent of S3Networks, LLC, as his, and its, free and voluntary act, for the use and purposes therein set forth.

Given under my hand and official seal this 30th day of August,

2001.



Carolyn R. Kernes
Notary Public

My Commission Expires: 11/28/01

Exhibit A

Federal

S3NETWORKS
U.S. Serial No. 78/026998

SEEK SELECT SOLVE
U.S. Serial No. 78/027004

State

None

Common Law

S3

S3|Networks (stylized font and text)

[Three-cube, three-dimensional logo]

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