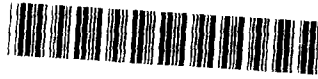


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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

102002927

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

1. Name of conveying party(ies):

Terratopia Productions

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

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

2. Name and address of receiving party(ies)

Name: TerraTopia Productions, L.P.

Internal

Address:

Street Address: 1 Maiden Lane

City: Fairfax State: CA Zip: 94930

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 23, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

14 0000

B. Trademark Registration No.(s)

1,940,161; 2,084,330

Additional number(s) attached Yes No

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

Name: Gregory N. Owen, Esq.

Internal Address: Suite 1910

Owen, Wickersham & Erickson, P.C.

Street Address: 455 Market Street

City: San Francisco State: CA Zip: 94105

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:

(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.

Gregory N. Owen

Name of Person Signing

Signature

January 28, 2002

Date

Total number of pages including cover sheet, attachments, and document: 2

03/05/2002 6TON11 00000175 1940161

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

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40.00 DP 25.00 DP

TRADEMARK REEL: 002453 FRAME: 0334

ASSIGNMENT OF UNITED STATES TRADEMARK REGISTRATIONS

WHEREAS, **Terratopia Productions**, a General Partnership comprised of VisionSmiths, Inc., a California corporation; Calico Creations, Ltd., a California corporation; The Imagination Factory, Inc., a California corporation, General Partners (Assignor), located at 9340 Eton Avenue, Chatsworth, California 91311, owns the following marks which are registered in the U.S. Patent and Trademark Office:

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
TERRATOPIA	1,940,161	December 5, 1995
TERRATOPIA	2,084,330	July 29, 1997


WHEREAS, **TerraTopia Productions, L.P.**, a California limited partnership, (Assignee), located at 1 Maiden Lane, Fairfax, California 94930, is desirous of acquiring said marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee, all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks and the above-identified registrations thereof.

TERRATOPIA PRODUCTIONS
a California General Partnership

By: VisionSmiths, Inc.
a California corporation, as
Managing Partner

Dated: 1/23/02

By: 
Vicki Dobbs Beck
CEO and Principal

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