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TRADEMARKS ONL.

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):

Donald M. Levy

3.29.02

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

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Applied Science Fiction, Inc.

Internal Address: _____

Street Address: 8920 Business Park Drive

City: Austin State: Texas Zip: 78759

- 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)

B. Trademark Registration No.(s)

1,929,635

Additional number(s) attached Yes No

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

Name: Stephen L. Sapp, Esq.

Internal Address: _____

Locke Liddell & Sapp LLP

Street Address: 2200 Ross Avenue

Suite 2200

City: Dallas State: Texas Zip: 75201

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40,000

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-1781

(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.

Bryan Haynes, Esq.

Name of Person Signing

Signature

March 28, 2002

Date

Total number of pages including cover sheet, attachments, and document: 4

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

04 16/20 2 04HMFV 10000022 19296 15

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40,000.00

TRADEMARK ASSIGNMENT

WHEREAS, on or about October 24, 1995, Digipix, Inc., having an address of 747 Third Avenue, New York, New York 10017, obtained the following United States Trademark Registration (the "Registration"):

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
DIGIPIX	01929635	October 24, 1995

and

WHEREAS, on or about October 13, 1995, Digipix, Inc. assigned all of its rights, title and interest in and to the Registration, including any and all goodwill of the goods, services and business connected therewith, to Donald M. Levy, an individual citizen of the United States, having an address of 215 E. O'Keefe Street, Palo Alto, California 94303, hereinafter ("Assignor");

WHEREAS, the assignment of the Registration from Digipix, Inc. to Assignor was recorded twice by the United States Patent & Trademark Office, the first time on or about November 3, 1995 at Reel 1404, Frame 0149, and the second time on or about November 6, 1995 at Reel 1407, Frame 0778;

WHEREAS, Assignor, to the best of his knowledge and belief now owns all right, title and interest in and to the Registration;

WHEREAS, Applied Science Fiction, Inc., a corporation organized and existing under the laws of Delaware, having a place of business at 8920 Business Park Drive, Austin, Texas 78759, hereinafter ("Assignee"), desires to acquire all right, title and interest in and to the Registration, and in and to any renewals and extensions to the corresponding Registration that may be granted thereon, together with the goodwill of the goods, services and business connected therewith;

NOW THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor has sold, assigned, transferred, and

conveyed, and by these presents hereby sells, assigns, transfers, conveys and delivers to Assignee all right, title and interest in and to the Registration, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith, and the right of Assignor to recover for damages and profits for past and future infringements thereof and other past injury thereto. This assignment also includes the right to sue and recover damages for past and future infringements of Assignor's rights in the Registration and to bring any proceeding in the United States Patent and Trademark Office or any equivalent agency in any other country for cancellation or opposition or other proceeding in connection with said Registration.

Assignor further agrees that he will without further consideration execute, verify, acknowledge and deliver all such other and further papers, including any instruments of transfer and recordable assignments, and, at Assignee's sole expense, perform such other acts as Assignee lawfully may request from time to time, to perfect and vest title in the Registration in Assignee or Assignee's successors and assigns; provided, however, that nothing in this paragraph shall require Assignee to pay any additional consideration for the Assignor to perform the actions set forth in this paragraph;

The Commissioner of Patents and Trademarks is requested to direct any correspondence after the date hereof to Assignee, in each case c/o Stephen L. Sapp, Esq., Locke Liddell & Sapp LLP, 2200 Ross Avenue, Suite 2200, Dallas, Texas 75201-6776.

This Assignment is binding on Assignor and its successors and assigns and shall inure to the benefit of Assignee and its successors and assigns.

(SIGNATURE PAGE FOLLOWS)

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DONALD M. LEVY

Date: March 13, 2002

By: 
Donald M. Levy

STATE OF NEW JERSEY

§
§
§

COUNTY OF _____

BEFORE ME, the undersigned authority, on this day personally appeared Donald M. Levy, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me under oath that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office, this ____ day of March, 2002.

[SEAL]

Notary Public in and for
the State of New Jersey