

REC

06-28-2002



TO THE ASSISTANT COMMISSIONER OF PATENTS

original documents or copy thereof.

102130666

1. Name of conveying party(ies): (If multiple assignors, list numerically)

KESSELL, INC.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State California
- Other:

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

2. Name and address of receiving party(ies):

Name: KNOBBE, MARTENS, OLSON & BEAR, LLP
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660

- Individual
- Association
- General Partnership
- Limited Partnership
- 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) and address(es) attached?
 Yes No

00-80-4

3. Nature of conveyance:

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) **March 21, 2002**

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

- a. Trademark Application No(s):
76/127,288
- b. Trademark Registration No(s):

Additional numbers attached? Yes No

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

Name: James B. Bear
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.:

7. Total fee (37 CFR 1.21(h)): \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 3

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.

James B. Bear
Name of Person Signing

Signature

4/24/02
Date

Total number of pages including cover sheet, attachments and document: 3

Mail documents to be recorded with required cover sheet information to:

04/30/2002 GTOM11 00000041 76127288

01 FC:481 40.00 OP
02 FC:482 50.00 OP

U.S. Patent and Trademark Office
Attn: Assignment Division
Crystal Gateway-4
1213 Jefferson Davis Highway, Suite 320
Arlington, VA 22202

TRADEMARK
REEL: 002496 FRAME: 0873

0208160242



UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Cristina Diaz 949-863-5781

B. SEND ACKNOWLEDGMENT TO: (Name and Address)
**Knobbe, Martens, Olson & Bear, LLP
 Attn: Cristina Diaz
 620 Newport Center Drive, 16th Floor
 Newport Beach, Ca 92660**

**FILED
 SACRAMENTO, CA
 MAR 21, 2002 AT 1700
 BILL JONES
 SECRETARY OF STATE**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
Kessell, Inc.

OR
 1b. INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

1c. MAILING ADDRESS
13900 Alton Parkway, Suite 125

CITY Irvine	STATE CA	POSTAL CODE 92618	COUNTRY US
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1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION CA	1g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE
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2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR
 2b. INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

2c. MAILING ADDRESS

CITY	STATE	POSTAL CODE	COUNTRY

2d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE
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3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
Knobbe, Martens, Olson & Bear, LLP

OR
 3b. INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

3c. MAILING ADDRESS
620 Newport Center Drive, 16th Floor Newport Beach

CITY	STATE CA	POSTAL CODE 92660	COUNTRY US
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4. This FINANCING STATEMENT covers the following collateral:

"All of debtor's intellectual property which is the subject of secured party's representation, on any recoveries from litigation involving such intellectual property and on any other proceeds of such intellectual property, including but not limited to the property described on Attachment A hereto."

See Attached Exhibit "A"

5. ALTERNATIVE DESIGNATION [if applicable]	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. [This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [optional]		All Debtors	Debtor 1	Debtor 2	

8. OPTIONAL FILER REFERENCE DATA

Trademark Status Report

Exhibit "A"

Case Number	Trademark Name	Class	Country	Status	Application Number	Filing Date	Reg Number	Reg Date	Renewal Date
KESONIC.002T	KIDZ DIGICHAT	9	US	Abandoned	76/427810	9/13/00			
KESONIC.003T	KESONIC	9	US	Abandoned	76/427808	9/13/00			
KESONIC.004T	KIDZ HAND CHAT	9	US	Pending	76/127288	9/13/00			
KESONIC.005T	KESONIC.KIDZ	9	US	Abandoned	76/127290	9/13/00			
KESONIC.006T	SHERPA	9	US	UNREPEATED					
KESONIC.007T	WAVE LINK	28	US	Published	76/207751	2/7/01			
KESONIC.008T	WAVE BACK	28	US	Allowed	76/255758	5/11/01			