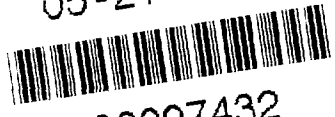


05-21-2002



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

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

1. Name of conveying party(ies):
Fantasma Networks, Inc.

5.10.02

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: Sherwood Partners, Inc.
Internal Address: _____
Street Address: 1849 Sawtelle Blvd., Ste. 543
City: Los Angeles State: CA Zip: 90025-7011

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 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: April 17, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
75/161,442 and 75/161,271

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: Peter R. Martinez, Esq.
 Internal Address: _____
Luce, Forward, Hamilton & Scripps

Street Address: _____
11988 El Camino Real, Suite 200

City: San Diego State: CA Zip: 92130

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: _____

DO NOT USE THIS SPACE

9. Signature.

 Peter R. Marintez

 Signature

 Date
May 10, 2002

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

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FINANCE SECTION

05/20/2002 DBYRNE
01 FC:481
02 FC:482

40.00 OP
25.00 UP

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

TRADEMARK REEL: 002510 FRAME: 0488

ASSIGNMENT OF TRADEMARK

This Assignment granted as of the 17th day of April, 2001, by FANTASMA NETWORKS, INC., a Delaware corporation ("Assignor") to SHERWOOD PARTNERS, INC., a California corporation ("Assignee"), as follows:

WHEREAS, the Assignor wishes to assign all of its right, title and interest in and to certain U.S. trademarks, trademark registrations, trademark applications, trade names and service marks and trademark licenses (collectively, the "Marks") as more particularly set forth on Schedule A attached hereto to the Assignee and to assign all of Assignor's liens, claims and encumbrances respecting the Marks (collectively, the "Rights").

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor hereby assigns transfers and delivers its entire right, title and interest, including all rights of action and damages for past infringement, in and to the Marks and the Rights, together with the goodwill of the business in connection with which said Marks are used or as symbolized thereby, the registration of such of said Marks as are registered the same to be held and enjoyed by Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, licensees or other legal representatives.

IN WITNESS WHEREOF, the undersigned, by and through this instrument to be executed on the date first written above,

FANTASMA NETWORKS, INC.,
a Delaware corporation
("Assignor")

By: J. C. B. 2

Title: VP Finance & Administration

SHERWOOD PARTNERS, INC.,
a California corporation
("Assignee")

By: [Signature]

Title: CEO