

06-17-2002

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

102124195

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

1. Name of conveying party(ies):

Will Vinton Studios, Inc.

5-31-02

- 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: Celluloid Studios, LLC

Internal Address:

Address:

Street Address: 1111 Tamarind Avenue

City: Hollywood State: CA Zip: 90038

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

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 UCC - 1

Execution Date: April 12, 2002

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

A. Trademark Application No.(s)

MAY 31 2002

B. Trademark Registration No.(s) 2,037,269

2,039,032 2,039,034 2,078,202

Additional number(s) attached Yes No

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

Name: Allison Conover, Esq.

Internal Address:

Street Address: 1550 17th St.

Suite 500

City: Denver State: CO Zip: 80202

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number

MAY 31 2002

(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.

Jeff Farnath

Name of Person Signing

Signature

4/30/02 April, 2002

Date

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

06/14/2002 TDIAZ1 00000153 2037269

01 FC:481 40.00 OP 02 FC:482 75.00 OP

TRADEMARK REEL: 002525 FRAME: 0771

SENT BY: D.G. & S.

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D.G. & S.

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D.G. & S. 14/ 3.

TRADEMARK ASSIGNMENT

WHEREAS, Celluloid Studios, LLC, a Colorado limited liability company, is the owner of and is currently using the following trademarks currently registered in the United States Patent and Trademark Office:

Mark	Class	Registration No.	Registration Date
Design Mark (Seturn with an eye in the middle)	35	2,037,269	February 11, 1997
Celluloid and Design	35	2,039,032	February 18, 1997
Celluloid and Design	41	2,039,034	February 18, 1997
Celluloid	35	2,078,202	July 8, 1997

WHEREAS, Will Vinton Studios, Inc., an Oregon corporation, having its principal offices at 1400 NW 22nd Avenue, Portland, Oregon 97210, desires to acquire such trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Celluloid Studios, LLC hereby assigns to Will Vinton Studios, Inc. all of its right, title and interest in and to such marks, together with the goodwill of the business associated with and symbolized by such marks.

CELLULOID STUDIOS, LLC

By: [Signature]
Manager

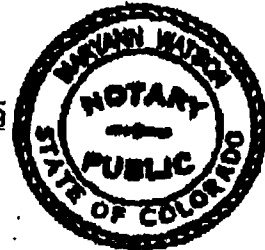
Date: April 5, 2002

STATE OF Colorado)
) ss.
County of Arapahoe)

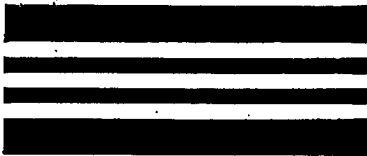
On this 5th day of April 2002, before me personally appeared Stephen Wahlerg, who being duly sworn, stated that he/she is a Manager of Celluloid Studios, LLC a Colorado limited liability company, and acknowledged the foregoing instrument to be the voluntary act and deed of the limited liability company, executed by authority of its Managers.

NOTARY PUBLIC

Maryann Watson
My Commission Expires: 8-9-03



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OR Sec. of State

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTRACT AT FILER [optional]

CSC THE US CORPORATION COMPANY
285 Liberty Street, NE, Suite 370
 Rel 536896
Salem, OR 97301

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #

583783

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT: FULL or PARTIAL. Give name of assignee in Item 7a or 7b and address of assignee in Item 7c; and also give name of assignor in Item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes. Also check one of the following three boxes and provide appropriate information in Items 6 and/or 7.

CHANGE name and/or address: Give current record name in Item 6a or 6b; also give new name (if name change) in Item 7a or 7b and/or new address (if address change) in Item 7c. DELETE name: Give record name to be deleted in Item 6a or 6b. ADD name: Complete Item 7a or 7b, and also Item 7c; also complete Items 7d-7g (if applicable)

6. CURRENT RECORD INFORMATION:

OR	6a. ORGANIZATION'S NAME CELLULOID STUDIOS, LLC			
	6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

OR	7a. ORGANIZATION'S NAME BALD & BALDING, LLC			
	7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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7d. TAX ID #: SSN OR EIN	OPTIONAL ADDL INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION	7g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE
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8. AMENDMENT (COLLATERAL CHANGE): check only one box.

Describe collateral released or added, or give entire restated collateral description

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

OR	9a. ORGANIZATION'S NAME CELLULOID STUDIOS, LLC			
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

10. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY - NATIONAL UCC AMENDMENT (FORM 6CC3) (TRANS) (REV. 11/19/98)

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TRADEMARK
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EXHIBIT A

TO

UCC-1 FINANCING STATEMENT

DEBTOR: Will Vinton Studios, Inc., an Oregon corporation

SECURED PARTY: Celluloid Studios, LLC, a Colorado limited liability company

COLLATERAL

Debtor grants to the a security interest to the Secured Party in the following Assets as defined in the Asset Purchase and Sale Agreement dated April 1, 2002:

(i) All capital equipment, hardware, software licenses, machinery, equipment, tools, furniture, furnishings and goods described in attached Schedule I (the "Equipment"), including all warranty information, if any, and records relating to the Equipment;

(ii) All customer lists and sales leads related to the Business;

(iii) The "Celluloid Studios" name and logo and all trademarks, copyrights and other intellectual property rights associated with such name, whether or not registered;

(iv) All trade secrets, production methods, and proprietary and confidential information related to the Business;

(v) Copies of Secured Party's cel animation archives, including without limitation electronic and paper images, studio reels, director's reels, production and publicity stills, artwork and marketing materials, and all of Secured Party's rights, if any, to or with respect to the foregoing (it being understood that Secured Party owns no copyright or other intellectual property rights to any of the foregoing and may not be legally entitled to provide such copies to Purchaser).

(vi) Lists of all current employees, freelance and contract employees, staff and freelance directors, producers, artists and technical workers, and, to the best of Secured Party's knowledge, all such persons who have worked with or been employed by Secured Party with respect to the Business within 24 months prior to the Closing Date; and

(vii) Lists of all current suppliers, contractors and other third party vendors, and all such persons who provided services or goods to or on behalf of Secured Party with respect to the Business within 24 months prior to the Closing Date.

Proceeds, without limitation, insurance proceeds (as defined in Article 9 of the Uniform Commercial Code and the Products thereof.

SCHEDULE I

CELLULOID STUDIOS CEL ANIMATION RELATED ASSETS

COMPUTERS

AT&T CAP	POWER MAC 7100/66
AT&T CAP	15" MULTI-SCAN MONITOR APPLE
GW HANNAWAY	SGI COMP EQ (2-SGI O2'S)
GW HANNAWAY	64 MEM
SILICON GRAPHICS	MOTHERBRD-SGI 02 1/97 ITEM #159C
JAMES RIVER	2-18GB SCSI DRIVES/ANIMATION
AMEX 6/00	IMAC-COMPUTER
ACCOM	

EQUIPMENT AND MACHINERY

BOULDER MEDIA GROUP	DIGITAL AUDIO TRACK
LEWAN AND ASSOCIATES	SHARPE FAX SN9710529Y

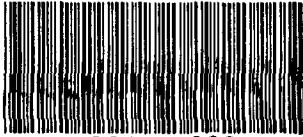
SOFTWARE

SOFTWARE LICENSE
AGREEMENT (UNDATED)
BETWEEN TOON BOOM
TECHNOLOGIES U.S.A. INC. AND
SECURED PARTY
(USANIMATION - SGI)

AMEX/ROC ANIM-PROTOOLS
MUSIC TRACK SOFTWARE

FURNITURE AND FIXTURES

BIG FISH	METAL LOGO SIGN
BIG FISH	METAL SIGN-ADDITIONS
BIG FISH	METAL SIGN-ADDITIONS
GOOG	3 SECTION TABLE-POST ROOM
	GRANITE/MAPLE CORNER DESK- TVIERLING



9001113903

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OR Sec. of State

515955-5

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

CSC THE US CORPORATION COMPANY
285 Liberty Street, NE, Suite 370
 Ref 515955
Salem, OR 97301

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
WILL VINTON STUDIOS, INC.

OR
 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
1400NW 22ND STREET PORTLAND OR 97210 USA

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
CORPORATION OREGON 17392713 NONE

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
 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR & P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
CELLULOID STUDIOS, LLC

OR
 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
1111 TAMARIND AVENUE HOLLYWOOD CA 90038 USA

4. This FINANCING STATEMENT covers the following collateral:

SEE EXHIBIT A ATTACHED HERETO AND MADE PART HEREOF FOR A COLLATERAL DESCRIPTION.

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 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

RECORDED: 05/31/2002

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