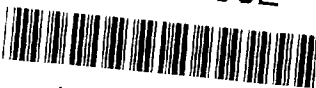


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

Handwritten: 2100

1. Name of conveying party(ies): MRD 7-1-02 MEDIACOPY
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: MEDIACOPY Texas, Inc.
Internal Address:
Street Address: 1390 Don Haskins Drive
City: El Paso State: TX Zip: 79936
[] Individual(s) citizenship
[] Association
[] General Partnership
[X] Limited Partnership: Delaware
[] 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:
[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: February 14, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2342392

Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Carlos A. Miranda
Internal Address:
Street Address: P.O. Box 1322
City: El Paso State: TX Zip: 79947

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 20.00
[X] Enclosed
[] Authorized to be charged to deposit account

8. Deposit account number: N/A
(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.

Gerald D. Drozd
Name of Person Signing

Signature

6/12/02
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

07/12/2002 JJALLAH2 00000005 2342392

01 FC:481

40.00 OP

TRADEMARK REEL: 002542 FRAME: 0830

Trademark Assignment

WHEREAS, MEDIACOPY, Inc., a California Corporation, with its principal place of business at 1739 Doolittle Drive, San Leandro, California 94577 (“Assignor”), has adopted, owns and is using the Mark MEDIACOPY (“the Mark”) in connection with the following goods and/or services:

International Class 35: Distributorships in the field of recordable media formats containing audio, visual, textual and software content, namely video cassettes, CD-ROMS, and digital video discs (DVD's); promoting the sale of goods and services of others through the distribution of printed materials and promotional contests related to recordable media formats, inventory control and business management services, namely logistical services;

International Class 39: Storage and transportation of videocassettes, CD-ROMS and digital video discs (DVD's) of others by truck;

International Class 40: Duplication of recordable media formats containing audio, visual, textual and software content, namely, video cassettes, CD-ROMs, and digital video discs (DVD's), custom manufacture of recordable media formats containing audio, visual, textual and software content, namely video cassettes, CD-ROM's, and digital video discs (DVD's);

International Class 41: Production of recordable media formats containing audio, visual, textual and software content, namely video cassettes, CD-ROM's and digital video discs (DVD's).

WHEREAS, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the goods and/or services identified therein, *Registration* No. 2,342,392, registered on April 18, 2000 (the “*Registration*”); and

WHEREAS, MEDIACOPY Texas, Inc., a Delaware Corporation, with its principal place of business at 1390 Don Haskins, El Paso, Texas 79936 (“Assignee”), desires to acquire the Mark and the above-referenced *Registration*;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the *Registration* thereof.

MEDIACOPY, Inc.

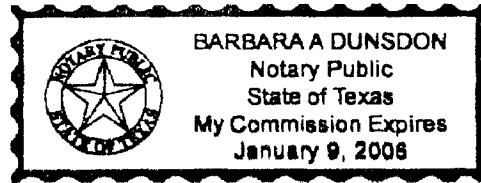
By: Gerald D. Drozd
Name: Gerald D. Drozd
Title: Chief Financial Officer

Dated effective as of: January 1, 2001

SUBSCRIBED and SWORN to before me this 14 of February 2002.

Barbara A. Dundon
Notary Public

My Commission Expires: 1-9-2006



Krafsur Gordon Mott P.C.

ATTORNEYS AND COUNSELORS AT LAW

Carlos Miranda III

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Email cmir@kgmpc.com
Web www.kgmpc.com

June 20, 2002

U.S. Patent and Trademark Office
1213 Jefferson Davis Highway
Crystal Gateway 4, Suite 300
Arlington, Virginia 22202

Re: Trademark Registration No. 2342392 – Conveyance of Assignment

Ladies and Gentlemen:

We enclose the following documents for conveyance purposes:

1. Recordation Form Cover Sheet;
2. Trademark Assignment; and
3. Return Addressed Post Card.

Our check in the amount of \$20.00 is enclosed to cover the cost of filing. Please return the recorded documents to:

Krafsur Gordon Mott P.C.
Attn: Carlos A. Miranda, III
4695 N. Mesa Street, Suite 100
El Paso, Texas 79912

Thank you for your assistance.

Respectfully submitted,

KRAFSUR GORDON MOTT P.C.

By: 

Carlos A. Miranda, III