

09-30-2002



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Docket No.:

Various

102236608

Tab settings

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

1. Name of conveying party(ies):

Peter C. Anderson, Esq., Trustee
For The Estate of Showscan Entertainment, Inc.
United States Bankruptcy Court
Central District of California, Los Angeles Division

9-16-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Trustee's Bill Of Sale
- Merger
- Change of Name

Execution Date: September 09, 2002

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

Name: OCTOGRAPH, INC.

Internal Address: _____

Street Address: 6767 Forest Lawn Drive, Suite 112

City: Los Angeles State: CA ZIP: 90068

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Nevada
- 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 numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,471,010	1,983,033	2,019,596	2,044,025
1,511,589	1,997,455	2,019,666	2,154,014
1,691,999	1,997,492	2,035,770	2,232,248

Additional numbers attached? Yes No

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

Name: Leon D. Rosen, Esq.

Internal Address: FRELICH, HORNBAKER & ROSEN

Street Address: 10960 Wilshire Boulevard, Suite 1220

City: Los Angeles State: CA ZIP: 90024

6. Total number of applications and registrations involved:.....

12

7. Total fee (37 CFR 3.41):.....\$ \$315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1985 (Deficiencies Only)

09/27/2002 DBYRNE 00000238 1471010

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 275.00 OP

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.

Leon D. Rosen, Esq.

Name of Person Signing

Signature

September 10, 2002

Date

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

4

1 PETER C. ANDERSON, ESQ.
2 c/o ROQUEMORE, PRINGLE & MOORE
3 6055 EAST WASHINGTON BOULEVARD, SUITE 608
4 LOS ANGELES, CA 90040
5 Tel: 323-724-3117
6 Fax: 323-724-5410
7 Chapter 7 Trustee

8 UNITED STATE BANKRUPTCY COURT
9 CENTRAL DISTRICT OF CALIFORNIA
10 LOS ANGELES DIVISION

11 In Re
12 SHOWSCAN ENTERTAINMENT, INC., a
13 Delaware Corporation
14 Debtor

CASE NO.: LA 00-33223-AA
Chapter 7
TRUSTEE'S BILL OF SALE
(Personal Property)

15 The undersigned, Peter C. Anderson, as trustee for the estate of Showscan Entertainment,
16 Inc., debtor, case no. LA 00-33223-AA, United States Bankruptcy Court, Central District of
17 California, Los Angeles division, for valuable consideration, to wit assets of the value of
18 \$280,000, receipt of which is hereby acknowledged, and pursuant to notice of trustee's proposed
19 sale of property as filed in the record of said case, does hereby sell to Octograph, Inc., a Nevada
20 corporation with a place of business at 6767 Forest Lawn Drive, Suite 112, Los Angeles,
21 California 90068, various assets of the estate of Showscan Entertainment, Inc. including all
22 patents and trademarks of said estate as described fully in Exhibit A attached hereto and hereby
23 incorporated by reference.

24 Said sale is without representations or warranties of any kind, express or implied,
25 including, without limitation, representation or merchantability and/or fitness for any
26 particular purpose.

27 Dated: 9/9, 2002


PETER C. ANDERSON, TRUSTEE

The assets for sale consist of all patent and trademark rights and copyrights, in the United States and throughout the World owned by Showscan at the time of its bankruptcy filing. Such rights include the following non-expired U.S. patents, trademark registrations, and any and all foreign counterparts.

A.	<u>Patent</u>	<u>Patent Number</u>	
	Apparatus For Projecting A Largely 360° Motion Picture Image [In the name of: Showscan Film Corporation (Delaware Corporation)]	4,645,318	
B.	<u>Trademark Registrations</u>	<u>Registration Number</u>	<u>Type</u>
	EMAGINATOR [In the name of: Showscan City Walk Venture composed of Showscan City Walk, Inc. and Moss Family LA Corp., both California corporations and DiBenedetto Citywalk Limited Partnership, a Delaware limited partnership PARTNERSHIP CALIFORNIA]	2,232,248	SM
	SHOWSCAN'S THE EDGE [In the name of: Showscan Entertainment Inc. (Delaware Corporation)]	2,154,014	SM
	QUADRA 6 [In the name of: Showscan Corporation (Delaware Corporation)]	2,044,025	TM
	Logo (piece of film)[Clothing] [In the name of: Showscan Entertainment Inc. (Delaware Corporation)]	2,035,770	TM
	Logo (Piece of Film)[Services] [In the name of: Showscan Corporation (Delaware Corporation)]	2,019,666	SM
	MOVIES THAT MOVE YOU [In the name of: Showscan Corporation (Delaware Corporation)]	2,019,596	SM
	SHOWSCAN [Clothing] [In the name of: Showscan Corporation (Delaware Corporation)]	1,997,492	TM
	UNLEASHING THE POWER OF FILM [In the name of: Showscan Corporation (Delaware Corporation)]	1,997,455	TM/SM
	SHOWSCAN ENTERTAINMENT INC. [Services] [In the name of: Showscan Entertainment Inc. (Delaware Corporation)]	1,983,033	SM
	DYNAMIC MOTION SIMULATOR [In the name of: Showscan Corporation (Delaware Corporation)]	1,691,999	SM

SHOWSCAN [Equipment]	1,511,589	TM
[In the name of: Showscan Corporation (Delaware Corporation)]		
SHOWSCAN [Services]	1,471,010	SM
[In the name of: Showscan Corporation (Delaware Corporation)]		

D. <u>Foreign Patent</u>	<u>Registration Number</u>	
Motion Picture System	Canada	1,249,464

E. <u>Foreign Trademark Registrations</u>	<u>Registration Number</u>	<u>Type</u>
SHOWSCAN	Japan	1,829,199 TM
SHOWSCAN [Equipment]	Australia	475,772 TM
SHOWSCAN [Services]	Australia	475,771 SM
	Europe (CTM)	000220947 SM
	Italy	556284 TM
	South Africa	96/3219-20 SM
SHOWSCAN'S THE EDGE	Europe (CTM)	000200764 SM

TM = Trademark; SM = Service Mark (Foreigns are based upon the U.S. counterpart).

There are no pending patent applications or pending trademark applications.

EXHIBIT "A"
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