

10-17-2002



102251780

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDATION FORM COVER SHEET

10-11-02

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof:

1. Name of conveying party: Will Vinton Studios, Inc.
an Oregon corporation
1400 NW 22nd Avenue
Portland, OR 97210
2. Name and address of receiving party: Phight, L.L.C.
One Bowerman Drive/JM-4
Beaverton, OR 97005
3. Nature of Conveyance: UCC Financing Statement
4. Execution date: October 4, 2002
5. Registration Numbers and Serial Numbers as listed on the attached Exhibit.
6. Name and address of party to whom correspondence concerning document should be mailed:
Randolph C. Foster
Stoel Rives LLP
900 S.W. Fifth Avenue, Suite 2600
Portland, Oregon 97204
(503) 294-9453
7. Total number of marks involved: 14
8. Total fee (37 CFR 3.41): \$365.00
9. The Commissioner is hereby authorized to charge any additional fees which may be required in connection with the recording of this document or to credit any overpayment to Deposit Account No. 19-4455.

RECORDS SECTION
OCT 11 AM 7:22

10/16/2002 AMMEDI 00000142 PA312012

01 FC:0521 40.00 DP
02 FC:0522 325.00 DP

10. 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.

Respectfully submitted,

A handwritten signature in cursive script that reads "Pamela E. Lawson". The signature is written in black ink and is positioned above a horizontal line.

Pamela E. Lawson
Paralegal

Total number of pages comprising conveyance and recordation cover sheet: 7

Date: October 4, 2002

STOEL RIVES LLP
900 SW Fifth Avenue, Suite 2600
Portland, Oregon 97204-1268
Telephone: (503) 294-9609

**Exhibit C
to UCC Financing Statement**

TRADEMARKS

| MARK | SERIAL NO | REGISTRATION NUMBER | REGISTRATION DATE |
|-----------------------------|------------------|--------------------------------|------------------------------|
| VINTON STUDIOS | 78/152,950 | | N/A |
| VINTON STUDIOS | 78/152,948 | | N/A |
| V (Stylized Letters) | 78/152,946 | | N/A |
| V (Stylized Letters) | 78/152,944 | | N/A |
| FOAMATION | 75/491,826 | | N/A |
| CELLULOID | 75/085,877 | 2,078,202 | July 8, 1997 |
| CELLULOID [and Design] | 75/085,785 | 2,039,034 | February 18, 1997 |
| [Design Only] | 75/085,776 | 2,037,269 | February 11, 1997 |
| CELLULOID [and Design] | 75/085,597 | 2,039,032 | February 18, 1997 |
| WILL VINTON'S PLAYMATION | 74/535,112 | 2,557,507 | April 9, 2002 |
| CLAYMATION | 74/522,367 | 1,895,196 | May 23, 1995 |
| CLAYMATION | 74/327,332 | 1,780,261 | July 6, 1993 |
| CLAYMATION | 74/327,331 | 1,824,170 | March 1, 1994 |
| CLAYMATION | 73/218,588 | 1,160,358 | July 7, 1981 |

Exhibit A to Oregon UCC Financing Statement

Debtor: Will Vinton Studios, Inc.
1400 NW 22nd Avenue
Portland, OR 97210

Secured Party: Phight, L.L.C.
One Bowerman Drive/JM-4
Beaverton, OR 97005

All general intangibles and other personal property of Debtor, including, without limitation, (A) all tax and other refunds, rebates or credits of every kind and nature to which Debtor is now or hereafter may become entitled; (B) all intellectual property (domestic or foreign) and all rights therein of any type or description, including, without limitation, all inventions and discoveries, patents and patent applications, federal and state copyrights and applications for copyright (together with the underlying works of authorship and any derivatives thereof) whether or not registered, published or unpublished, (including the copyrights listed on Exhibit B hereto) together with any renewals and extensions thereof, domain names, trademarks, service marks and trade names, and applications for registration of such domain names, trademarks, service marks and trade names, trade secrets, trade dress, trade styles, logos, other source of business identifiers (including the trademarks listed on Exhibit C hereto), mask-works, mask-work registrations, mask-work applications, software, confidential and proprietary information, customer lists, other license rights, advertising materials, operating manuals, methods, processes, know-how, algorithms, formulae, databases, quality control procedures, product, service and technical specifications, operating, production and quality control manuals, sales literature, drawings, specifications, blue prints, descriptions, inventions, name plates and catalogs, all property related to any and all motion pictures, television shows, advertisements, or other audio, visual, print, electronic, or other performances in which Debtor has any rights, and the entire goodwill of or associated with the businesses now or hereafter conducted by Debtor connected with and symbolized by any of the aforementioned properties and assets, and all licenses from third-parties to Debtor relating to any of the foregoing, all reissuance, continuations and continuations-in-part of the foregoing, all other rights derived from or associated with the foregoing, including the right to sue and recover for past infringement, and all income and royalties with respect thereto; (C) all good will, choses in action and causes of action; (D) all interests in limited and general partnerships and limited liability companies; and (E) all indemnity agreements, guaranties, insurance policies, insurance claims, and other contractual, equitable and legal rights of whatever kind or nature.

**Exhibit B
to UCC Financing Statement**

COPYRIGHTS

| TITLE | REGISTRATION NUMBER | OWNER |
|---|----------------------------|--|
| K O M O, "claymation." | PA312012 | Fisher Broadcasting, Inc.; Vinton, (Will) Productions, Inc. |
| The California Raisin show: no. 9024-001, The Apple, raisin-style. | PA438165 | Vinton, (Will) Productions, Inc |
| The California Raisin show: no. 9024-002, No business like shoe business. | PA438166 | Vinton, (Will) Productions, Inc |
| The California Raisin show: no. 9024-003, School is cool. | PA438167 | Vinton, (Will) Productions, Inc |
| The California Raisin show: no. 9024-004, A Royal mess. | PA438168 | Vinton, (Will) Productions, Inc |
| The California Raisin show: no. 9024-005, Lights, camera, disaster. | PA438169 | Vinton, (Will) Productions, Inc |
| The California Raisin show: no. 9024-006, The Good, the bad & the broccoli | PA438170 | Vinton, (Will) Productions, Inc |
| The California Raisin show: no. 9024-007, Abracadabra beehop. | PA438171 | Vinton, (Will) Productions, Inc |
| Claymation Christmas celebration. | PA447349 | Vinton, (Will) Productions, Inc |
| The California raisin show: no. 9024-008, The Grape outdoors. | PA453336 | Vinton, (Will) Productions, Inc |
| The California raisin show: [no.] 009, Rocket 'n' rollin' raisins. | PA453337 | Vinton, (Will) Productions, Inc |
| The California raisin show: [no.] 010, Hold that jungle. | PA453338 | Vinton, (Will) Productions, Inc |
| The California raisin show: [no.] 011, Olivera Street. | PA453339 | Vinton, (Will) Productions, Inc |
| The California raisin show: no. 9024-013, You can't grow home again. | PA453340 | Vinton, (Will) Productions, Inc |
| Meet the raisins! : the story of the California raisins. | PA457595 | Vinton, (Will) Productions, Inc |
| The California raisin show: [no.] 012, Picture perfect Shirelle. | PA462706 | Vinton, (Will) Productions, Inc |
| Will Vinton's Claymation comedy of horrors / director, Barry Bruce. | PA528812 | Vinton, (Will) Productions, Inc |
| Raisins sold out. | PA536193 | Vinton, (Will) Productions, Inc |
| A clamation Easter / director. Mark Gustafson | PA582952 | Vinton, (Will) Productions, Inc (employer for hire) |
| Mr. Resistor / produced by Will Vinton Studios: writer/director Mark Gustafson. | PA686147 | Vinton, (Will) Studios, Inc. (employer for hire) |
| A Claymation halloween special / written by Barry Bruce. Mark Gustafon. Ryan Holznagel. | PAu1327947 | Vinton, (Will) Productions, Inc |
| A Claymation Easter special / written by | PAu1327948 | Vinton, (Will) Productions, Inc |

| TITLE | REGISTRATION NUMBER | OWNER |
|---|---------------------|--|
| Mark Gustafson and Ryan Holznagel. | | |
| Klay: TV pilot. | PAu2261611 | Vinton, (Will) Studios, Inc |
| Meet the Raisins! | VA343505 | Vinton, (Will) Productions |
| Claymation Christmas celebration: the soulful soundtrack album from the Emmy award winning TV special | VA343506 | Vinton, (Will) Productions |
| Spike | VA536226 | Vinton, (Will) Productions, Inc |
| Lick broccoli. | VA536244 | Vinton, (Will) Productions, Inc |
| Mark Twain. | VA539174 | Vinton, (Will) Productions, Inc |
| Tyrannosaurus rex / by Christine Economos; ill. provided by Will Vinton Studios; figure sculpted by Pamela Popeson. | VA844951 | On ill., Workman Publishing Company, Inc. & Vinton, (Will) Studios |
| Holiday line 1992. | VAu239869 | Vinton, (Will) Productions, Inc |
| Spring line 1993. | VAu241159 | Vinton, (Will) Productions, Inc |
| Fall line 1993. | VAu264326 | Vinton, (Will) Productions, Inc., d.b.a. Vinton, (Will) Studios |
| Bride of Resistor | | Vinton, (Will) Productions, Inc. |
| Corn and Potato | | Vinton, (Will) Productions, Inc. |
| Globeheads/Wasteheads | | Vinton, (Will) Productions, Inc. |
| Zerex and Mylar | | Vinton, (Will) Productions, Inc. |
| Years Later | | Vinton, (Will) Productions, Inc. |