

03-31-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE



102403981

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):

Comerica Bank-California, Successor by merger to Imperial Bank

3-19-03

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other: Assignment of Trademark Security Agreement

Execution Date:

2. Name and address of receiving party(ies)

Name: MindBox Acquisition, LLC

Internal Address: c/o Murphy Noell Capital, LLC

Street Address: 280 North Westlake Blvd., #200

City: Westlake Village State: CA Zip: 91362

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other: California limited liability co.

If assignee is not domiciled in the United States, a domestic representative designation is attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1430923, 1552660, 1857208

Additional number(s) attached Yes No

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

Name: Winston & Strawn

Internal Address:

Attn: Elaine Howard, Paralegal

Street Address:

101 California Street, 39th Floor

City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41):

\$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

20-0052

03/31/2003 TDI A Z 1 00000027 200052 1430923

01 FC:8521 40.00 CH

02 FC:8522 25.00 CH

DO NOT USE THIS SPACE

9. Signature.

Christine E Wilson

Christine E Wilson

Elaine Howard

Elaine Howard

March 17, 2003

Name of Person Signing

Signature

Date

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

4

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

TRADEMARK REEL: 002701 FRAME: 0867

**ASSIGNMENT OF
TRADEMARK SECURITY AGREEMENT**

RECITALS

A. Comerica Bank-California, successor by merger to Imperial Bank, a California banking corporation ("Lender"), and MindBox, Inc., a California corporation ("Borrower"), entered into that certain Trademark Security Agreement dated as of March 31, 2000, and recorded with the United States Patent and Trademark Office on April 14, 2000, at Reel 002066, Frame 0474 with respect to Trademarks, pursuant to which Borrower granted to Lender a security interest in and lien on all of its interest in and to the Trademark Collateral (as defined therein).

B. Lender desires to assign its security interest in and lien on the Trademark Collateral to MindBox Acquisition, LLC ("Assignee Lender").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lender hereby assigns to Assignee Lender its security interest in and lien on the Trademark Collateral including, without limitation, the trademarks set forth on the attached Exhibit A, and assigns to Assignee Lender, without representation or warranty, express or implied, and without recourse, all right, title and interest of Lender in and to Borrower's interest in such Trademark Collateral.

Dated: March 14, 2003

COMERICA BANK-CALIFORNIA,
successor by merger to Imperial Bank

By: Judy Sanchez
Name: Judy Sanchez
Title: SVP

EXHIBIT A

TRADEMARK	CLASS(ES)	COUNTRY	APPL. NO. FILING DATE	REG. NO. ISSUE DATE	STATUS AND REMARKS
ART	009	US	589948 03/25/86	1430923 03/03/87	Registered Affidavit of Use Due : 03/03/92; completed Next Renewal Due : 03/03/07 End Sec.8 due 03/03/93; completed
ART*ENTERPRISE	9 (9.40)	BR	817184171 04/20/93		Pending
ART*ENTERPRISE	9 42	KR	98-1766 12/18/98		Pending Response due 10/23/99 completed 10/19/99
ART*ENTERPRISE	40 (40.34)	BR	817187898 04/26/93	817187898 03/28/95	Registered Next Renewal Due : 03/28/05 Reg. certificate received due completed 08/23/99
ART*ENTERPRISE (stylized)	9	CH	7587/1996 10/16/96	441460	Registered Next Renewal Due : 10/16/06
ART*ENTERPRISE (stylized)	9	EM	382770 10/25/96	000382770 09/24/98	Registered Next Renewal Due : 10/25/06 Covers DE FI IE AT FR IT BE GB LU DK GR PT ES NL SE Registration fee due 07/27/98 completed 07/15/98 Reg. certificate received due completed 02/24/99
ART*ENTERPRISE - Stylized	009;	US	346660 01/08/93	1857208 10/04/94	Registered Affidavit of Use Due : 10/04/99 End Sec.8 due 10/04/00
ART-IM	9 (9.40)	BR	817187880 04/26/93	817187880 03/28/95	Pending
ART-IM	9	BX	67210 05/11/89	462398 09/29/95	Renewed Renewal Base Date : 05/11/99 Next Renewal Due : 05/11/09 Renewal certificate received due completed 06/25/99
ART-IM		CA	631927 05/12/89	374555 10/19/90	Registered Next Renewal Due : 10/19/05
ART-IM	9	CH	05/12/89	373601	Registered Next Renewal Due : 05/12/99
ART-IM	9 42	DE	J24005/9wz 05/18/89	1155863 03/14/90	Renewed Renewal Base Date : 05/18/99 Next Renewal Due : 05/31/09

TRADEMARK	CLASS(ES)	COUNTRY	APPL. NO. FILING DATE	REG. NO. ISSUE DATE	STATUS AND REMARKS
ART-IM	9	ES	1501698 05/26/89	1501698 07/02/97	Registered Next Renewal Due : 05/26/99 TAX due 05/26/94 Response due 01/31/97 Response due 02/01/97 Response due 07/06/98
ART-IM	9	FR	131441 05/19/89	1531915 05/19/89	Renewed Renewal Base Date : 05/19/99 Next Renewal Due : 05/18/09 Renewal certificate received due completed 04/07/99
ART-IM	39	KR	89-12216	205684 11/23/90	Registered Next Renewal Due : 11/23/00
ART-IM	009;	US	761386 11/02/88	1552660 08/22/89	Registered Affidavit of Use Due : 08/22/94; completed Next Renewal Due : 08/22/09 End Sec.8 due 08/22/95; completed
ART-IM	038;	US California		89129 12/27/88	Registered Next Renewal Due : 12/27/98
ART-IM	40 (40.34)	BR	817187871 04/26/93	817187871	Pending
ART-IM	9	IT	RM97C002265 05/13/97		Pending Re-filing of 17111-4IT due to non-use OK to proceed per Gwen Peterson/rd 5/20/97
INFERENCE ART	1 9	CH	10/03/86	348347	Registered Next Renewal Due : 10/03/06
INFERENCE ART	9	GB	1329441 12/11/87	1329441 07/14/89	Registered Next Renewal Due : 12/11/04

241382_1.DOC

EXHIBIT A

241382-1

RECORDED: 03/19/2003

TRADEMARK
REEL: 002701 FRAME: 0870