

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TrueSpectra Canada, Inc.		07/29/2003	CORPORATION: CANADA
TrueSpectra, Inc.		07/29/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Scene7, Inc.
Street Address:	Three Hamilton Landing
Internal Address:	Suite 280
City:	Novato
State/Country:	CALIFORNIA
Postal Code:	94949
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 5												
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Serial Number:</td> <td>76196968</td> </tr> <tr> <td>Serial Number:</td> <td>76196941</td> </tr> <tr> <td>Serial Number:</td> <td>76196865</td> </tr> <tr> <td>Serial Number:</td> <td>76196585</td> </tr> <tr> <td>Serial Number:</td> <td>75181955</td> </tr> </tbody> </table>	Property Type	Number	Serial Number:	76196968	Serial Number:	76196941	Serial Number:	76196865	Serial Number:	76196585	Serial Number:	75181955
Property Type	Number											
Serial Number:	76196968											
Serial Number:	76196941											
Serial Number:	76196865											
Serial Number:	76196585											
Serial Number:	75181955											

CORRESPONDENCE DATA	
Fax Number:	(415)382-8779
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	sales@truespectra.com
Correspondent Name:	TrueSpectra, Inc.
Address Line 1:	1820 Gateway Drive, Suite 100
Address Line 4:	San Mateo, CALIFORNIA 94404

NAME OF SUBMITTER:	Pam Sogge
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OP \$140.00 76196968

Total Attachments: 4

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ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks (the "**Agreement**") dated as of July __, 2003 is made by TrueSpectra, Inc., a Delaware corporation having a place of business at 1820 Gateway Drive, Suite 100, San Mateo, California 94404 and, TrueSpectra Canada, Inc., an Ontario corporation ("**Canada Sub**"), (TrueSpectra and Canadian Sub are collectively referred to as "**Assignor**"), to Scene7, Inc., a Delaware corporation having a place of business at Three Hamilton Landing, Suite 280, Novato, California 94949 ("**Assignee**").

RECITALS

WHEREAS, Assignor has common law rights in the trademarks that are the subject of this Assignment and is the owner of the trademark registrations and pending trademark applications set forth in Annex A attached hereto and incorporated herein by reference (all of such trademarks, registrations and applications for registration are herein referred to as the "**Trademarks**");

WHEREAS, Assignee desires to acquire said Trademarks and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, effective as of the Closing (as that term is defined in that certain Asset Purchase Agreement dated June 23, 2003 by and among Assignor and Assignee (the "**Purchase Agreement**")), Assignor does hereby assign to Assignee all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the marks, and the above identified registrations/applications thereof.

This Agreement has been executed to implement the Purchase Agreement and nothing contained herein shall be deemed or construed to impair or alter any of the provisions of the Purchase Agreement. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors, transferees, and assigns, whether by merger or consolidation or otherwise, and upon and to the benefit of their respective present and future affiliated and subsidiary companies and licensees.

[signature page follows]

IN WITNESS WHEREOF, Assignor has caused its duly authorized representative to execute this Assignment of Trademarks as of the date first above written.

TRUESPECTRA, INC.

John P. Goldsberry
John Goldsberry
Chief Financial Officer, Treasurer & Secretary

TRUESPECTRA CANADA, INC.

John P. Goldsberry
John Goldsberry
Chief Financial Officer, Treasurer & Secretary

STATE OF CALIFORNIA)
COUNTY OF San Mateo)
July 29

On June __, 2003, before me, a Notary Public in and for said State, personally came J. P. GOLDSBERRY III to me known (or proved to me on the basis of satisfactory evidence), who, before me duly sworn, did depose and say that he is the CFO of TRUESPECTRA, the corporation described in and which executed the above instrument; that he has been authorized to execute said instrument on behalf of said corporation; and that he signed said instrument on behalf of said corporation pursuant to said authority.

WITNESS my hand and official seal.

(SEAL)

Gillian Arnold
Signature



Annex A

to Assignment of Trademarks

**Trademark Registrations
and Applications Therefor**

<u>Mark</u>	<u>Classes</u>	<u>Country</u>	<u>Status</u>	<u>Serial Number</u>
TRUESPECTRA	9	UNITED STATES	REGISTERED No. 2,121,305 dated December 16, 1997	SN75/181,955
TRUESPECTRA	9	CANADA	REGISTERED No. 484,039 dated October 15, 1997	SN 805,843
TRUESPECTRA	9	CANADA	REGISTERED No. 478,320 July 8, 1997	SN 747,906
TRUESPECTRA	(WORD)	AUSTRALIA	REGISTERED date January 6, 1999	SN 718,455
TRUESPECTRA	9	UK	REGISTERED No. 2111903 granted January 2, 1998	SN 2111903
TRUESPECTRA	9, 42	GERMANY	REGISTERED No. 396 23 331 March 23, 1997	SN 396 23 3317
TRUESPECTRA & HORIZONTAL DESIGN	42	UNITED STATES	ALLOWED REGISTRATION January 19,2001	SN76/196968
TRUESPECTRA & HORIZONTAL DESIGN	9	UNITED STATES	REGISTERED No. 2597435 July 23, 2002	SN2597435
TRUESPECTRA & VERTICAL DESIGN	42	UNITED STATES	NOTICE OF ALLOWANCE January 19, 2001	SN76/196585
TRUESPECTRA &	9	UNITED	ALLOWED	SN76/196865

VERTICAL DESIGN		STATES	REGISTRATION January 19, 2001	
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BY031840012

RECORDED: 08/22/2003

**TRADEMARK
REEL: 002703 FRAME: 0215**