

05-16-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)		RL <b>102450495</b> <b>TRADEMARKS ONLY</b>	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Tab settings $\leftrightarrow$ $\Rightarrow$ $\Rightarrow$ $\nabla$ $\nabla$ $\nabla$ $\nabla$ $\nabla$ $\nabla$ $\nabla$			
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.			
1. Name of conveying party(ies): <u>5.13.03</u> <u>BrandVia, Inc.</u>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: <u>BrandVia Alliance, Inc.</u> Internal Address: _____  Street Address: <u>17397 Pleasant View Ave.</u> City: <u>Los Gatos</u> State: <u>CA</u> Zip: <u>95030</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>California</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No <u>N/A</u> (Designations must be a separate document from assignment)          Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>	
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>April 30, 2003</u>			
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>76/482,805</u>  Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		B. Trademark Registration No.(s)	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>DeAnne H. Ozaki</u>  Internal Address: <u>LATHAM &amp; WATKINS LLP</u>  Street Address: <u>633 West Fifth Street</u> <u>Suite 4000</u>  City: <u>Los Angeles</u> State: <u>CA</u> Zip: <u>90071</u>		6. Total number of applications and registrations involved: ..... <span style="border: 1px solid black; padding: 2px;">1</span>  7. Total fee (37 CFR 3.41).....\$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account  8. Deposit account number: _____ <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
<b>DO NOT USE THIS SPACE</b>			
9. Statement and signature. <i>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.</i>  <u>DeAnne H. Ozaki</u> <u></u> <u>5/12/03</u> Name of Person Signing                              Signature                              Date  Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">  </span>			

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

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**TRADEMARK**  
**REEL: 002734 FRAME: 0297**

## SERVICE MARK ASSIGNMENT

This SERVICE MARK ASSIGNMENT (this "Assignment"), dated as of April 30, 2003, is made and entered into by BRANDVIA, INC., a Delaware corporation ("Assignor"), as assignor, in favor of BRANDVIA ALLIANCE, INC., a California corporation ("Assignee"), as assignee.

### RECITALS

WHEREAS, Assignor is the owner of certain trademarks, service marks, domain names, service mark applications and other intellectual property set forth on Exhibit A attached hereto, including without limitation the "BRANDVIA" service mark, Serial Number 76/482,805 (collectively, the "Intellectual Property"); and

WHEREAS, Assignee desires to purchase and acquire from Assignor, and Assignor desires to sell and transfer to Assignee, the Intellectual Property, pursuant to the terms and conditions of this Assignment.

NOW, THEREFORE, in consideration of the mutual promises and undertakings set forth below, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Assignment of Intellectual Property. Assignor hereby sells, transfers and assigns to Assignee all of Assignor's right, title and interest in and to the Intellectual Property, together with the goodwill of the business associated therewith, and all common law and statutory right, title and interest in the Intellectual Property, all rights of registration, maintenance, renewal and protection thereof.

2. Further Acts. Assignor agrees to execute any additional documents, and take any further actions, at Assignee's sole cost and expense, necessary to effect or evidence the assignment set forth in Section 1 above.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the date first written above.

BRANDVIA, INC.


By:   
Brett A. Walter  
Chief Executive Officer

EXHIBIT A

"Intellectual Property"

The service mark "BRANDVIA" and all federal, state, local and foreign applications or registrations related thereto

The domain name "BrandVia.com"

The domain name "WoodAssociates.com"

The domain name "Woodteam.com"

The name "Wood Alliance Inc., dba Wood Associates"

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

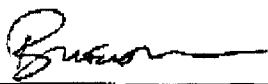
Applicant: BrandVia, Inc.  
Mark: BRANDVIA  
Serial No: 76/482,805

REVOCATION OF POWER OF ATTORNEY

BrandVia, Inc., applicant in the above-referenced pending application for registration, hereby revokes its prior appointment of DeAnne H. Ozaki, Laura Bushnell, Jim Morrone and the other attorneys of Latham & Watkins, with offices at 633 West 5th Street, Suite 4000, Los Angeles, California 90071-2007, as its attorneys for the purposes of prosecuting the application, transacting all business in the U.S. Patent and Trademark Office in connection therewith, and receiving the certificate of registration. Applicant requests that all correspondence with respect to the above-referenced pending application for registration be sent to the attention of Jim Childers, BrandVia Alliance, Inc., 17397 Pleasant View Avenue, Los Gatos, CA 95030, the assignee of the "BRANDVIA" mark and pending application.

Dated: April 29, 2003

BRANDVIA, INC.

By:   
\_\_\_\_\_  
Brett A. Walter  
Chief Executive Officer



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027744-0031

May 12, 2003

**VIA FEDERAL EXPRESS**

Commissioner of Patents and Trademarks  
BOX ASSIGNMENTS  
Washington, D.C. 20231

Re: Recordation of Service Mark Assignment

Sir or Madam:

For the recordation of service mark assignment, enclosed please find the following documents:

1. Trademark Recordation Form Cover Sheet;
2. A copy of the Service Mark Assignment; and
3. Latham & Watkins LLP check, in the amount of \$40.00, for the applicable filing fee.

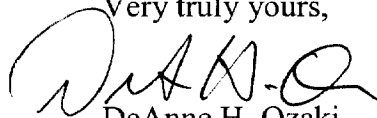
An Amendment to Allege Use was filed with the U.S. Patent and Trademark Office, with respect to the "BRANDVIA" mark (the "Mark"), Serial No. 76/482,805 (the "Application"), on April 25, 2003.

Please record the Service Mark Assignment, and amend your records to reflect that BrandVia, Inc. has assigned the Mark and Application to BrandVia Alliance, Inc. In addition, please ensure that the certificate of registration for the Mark is issued in the name of Brandvia Alliance, Inc.

LATHAM & WATKINS<sup>LLP</sup>

Do not hesitate to contact the undersigned should you have any questions regarding this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'DeAnne H. Ozaki', written in a cursive style.

DeAnne H. Ozaki  
of LATHAM & WATKINS LLP

Enclosures

cc: Mr. Brett Walter (w/encls.)  
Mr. Jim Childers (w/encls.)  
Laura Bushnell, Esq. (w/o encls.)  
James Morrone, Esq. (w/o encls.)