

05-20-2003

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

4-9-03 REI



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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):

MindBox, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other Transfer as a result of foreclosure

Execution Date: 03/25/03

2. Name and address of receiving party(ies)

Name: MindBox Acquisition, LLC

Internal Address: c/o Murphy Noell Capital, LLC

Street Address: 280 N. Westlake Blvd., #200

City: Westlake Village State: CA Zip: 91362

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other limited liability company

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 number(s):

A. Trademark Application No.(s)

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

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

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

DO NOT USE THIS SPACE

9. Signature.

Signature of Elaine Howard

D. Elaine Howard

Name of Person Signing 00000125 200052 1430923

Signature of Elaine Howard

Signature

April 7, 2003

Date

5

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

05/16/2003 DBYRNE

01 FC:8521
02 FC:8522

40.00 CH
50.00 CH

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

TRADEMARK REEL: 002735 FRAME: 0137

TRADEMARK TRANSFER STATEMENT

Effective as of March 25, 2003

THIS TRANSFER STATEMENT ("Transfer Statement") is presented pursuant to the provisions of Section 9-619 of the Uniform Commercial Code ("UCC"). As required by the UCC, upon receipt of this Transfer Statement, the United States Patent and Trademark Office shall (i) accept the Transfer Statement, and (ii) promptly amend its records to reflect the transfer described herein.

1. Default; Secured Obligations. MindBox, Inc., a California corporation ("Debtor"), and Comerica Bank-California, successor by merger to Imperial Bank, a California banking corporation ("Original Lender") are parties to that certain Credit Agreement dated as of March 31, 2000, (as amended from time to time, the "Credit Agreement"), pursuant to which Original Lender made certain loans to Debtor (collectively, the "Loans"). MindBox Acquisition, LLC ("Secured Party") has acquired all of Original Lender's rights under the Credit Agreement and with respect to the Loans. Debtor has failed to repay the Loans as required by the terms of the Credit Agreement, and is in default thereunder. Pursuant to the Credit Agreement, and that certain Loan Assignment Agreement dated as of March 14, 2003, Secured Party held a security interest in substantially all of Debtor's assets, including, among other things, those Trademarks (as defined in the Trademark Security Agreement by Debtor and Original Lender dated as of March 31, 2000) identified on **Exhibit A** attached hereto and incorporated herein (collectively, the "Transferred Trademarks").

2. Exercise of Post-Default Remedies. Secured Party has foreclosed upon the Transferred Trademarks by selling the Transferred Trademarks to Secured Party at a public foreclosure sale pursuant to Section 9610 of the California Commercial Code.

3. Transferee's Rights in Transferred Trademarks. As a result of Secured Party's foreclosure upon the Transferred Trademarks, Secured Party has acquired all right, title and interest of Debtor in the Transferred Trademarks.

4. Names; Mailing Addresses. The name and mailing address of Debtor and Secured Party are as follows:

Debtor:

MindBox, Inc.
350 Ignacio Boulevard
Novato, CA 94949

Secured Party:

MindBox Acquisition, LLC
c/o Murphy Noell Capital, LLC
280 North Westlake Blvd., #200
Westlake Village, CA 91362

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Please be advised that nothing contained herein shall act as a waiver of any of Secured Party's rights under the Credit Agreement, any documents executed in connection therewith or applicable law, all of which are expressly reserved.

MINDBOX ACQUISITION, LLC

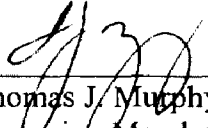
By  _____
Thomas J. Murphy
Managing Member

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

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EXHIBIT A

241382-1

RECORDED: 04/07/2003

TRADEMARK
REEL: 002735 FRAME: 0141