

05-30-2003

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

4-25-03

RECORDED
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102460369

DEPARTMENT OF COMMERCE
J.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)
- General Partnership
- Corporation-State California
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

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) 76126771

B. Trademark Registration No.(s) 2521963, 2504057, 2497984 and 2544497

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: 5

7. Total fee (37 CFR 3.41).....\$ 140⁰⁰

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0052

DO NOT USE THIS SPACE

9. Signature.

D. Elaine Howard

Name of Person Signing

Christine E Wilson
Elaine Howard

Signature

04/24/03

Date

Total number of pages including cover sheet, attachments, and document: 4

05/29/2003 RECORDER 00000120 200052 76126771

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

01 FC:8521
02 FC:8522

40.00 CH
100.00 CH

TRADEMARK
REEL: 002742 FRAME: 0321

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 names and mailing addresses of Debtor, Secured Party, and transferee 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

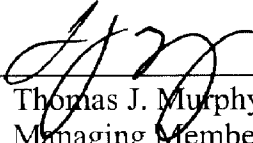
TRADEMARK TRANSFER STATEMENT

Transferee

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

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

TRADEMARK TRANSFER STATEMENT

EXHIBIT "A"
TRANSFERRED TRADEMARKS

Mark	Application No.	Registration No.	Application or Registration Date	Registered Owner
MINDBOX		2521963	12/25/01	MindBox, Inc.
ART EXPLAIN		2504057	11/06/01	MindBox, Inc.
ART ANIMATE	76126771		09/12/00	MindBox, Inc.
MINDB X		2497984	10/16/01	MindBox, Inc.
ART CREDIT		2544497	03/05/02	MindBox, Inc.

TRADEMARK TRANSFER STATEMENT

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