

07-17-2003

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(Rev. 10/02)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102499169

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 7-10-03

CIRCADENCE CORPORATION

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 2/28/01

2. Name and address of receiving party(ies)

Name: VR-1 ENTERTAINMENT, INC.

Internal

Address: _____

Street Address: 5775 FLATIRON PARKWAY #210

City: BOULDER State: CO Zip: 80301

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State DELAWARE
- Other _____

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) _____

2,222,036

Additional number(s) attached Yes No

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

Name: KATHLEEN S. HERBERT

Internal Address: FAEGRE & BENSON LLP

Street Address: 1900 FIFTEENTH STREET

City: BOULDER State: CO Zip: 80302

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-1725

DO NOT USE THIS SPACE

9. Signature.

KATHLEEN S. HERBERT

Name of Person Signing

Kathleen S. Herbert
Signature

JUN 26 2003

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

07/16/2003 ECDOPER 00000187 031725 2222036

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FINANCE SECTION
JUN 27 3 33

TRADEMARK
REEL: 002779 FRAME: 0209

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

REGISTRANT:: Jaleco, Inc. .
 REG. NO. 2,222,036
 FILED: 6/11/97
 MARK: ULTRACORPS

POWER OF ATTORNEY

Applicant hereby revokes all previous powers of attorney and appoints Kathleen S. Herbert, James R. Young, Natalie Hanlon-Leh, Ester Martin Maillaro, and Adam White Scoville, all members of the Bar of the State of Colorado and being members of the firm of Faegre & Benson LLP, of 1900 Fifteenth Street, Boulder, Colorado 80302, telephone (303)546-1300, to prosecute this application through registration, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the Certificate of Registration. Please direct all future correspondence to:

Kathleen S. Herbert
 Faegre & Benson LLP
 1900 Fifteenth Street
 Boulder, Colorado 80302
 (303)546-1300

JALECO INC.


 Name: MICHELLE L. WOLF

Title: Director of Finance & Operations

June 30, 2003
 Date

TRADEMARK ASSIGNMENT

This Trademark Assignment is made as of the 28th day of February, 2001, from Circadence Corporation, a Delaware corporation ("Assignor"), to VR-1 Entertainment, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of the trademarks and registrations identified in Exhibit 1 attached hereto (the "Trademarks");

WHEREAS, Assignee is desirous of acquiring the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, transfer, convey, and assign unto Assignee Assignor's entire right, title, and interest in and to the Trademarks, in the United States and all jurisdictions outside the United States, together with the goodwill of the business appurtenant thereto and which is symbolized thereby, including the right to apply for trademark registration outside the United States based in whole or in part on said Trademarks, and the right to renew the trademark registration included in the Trademarks, and every priority right that is or may be predicated upon or arise from said Trademarks, to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives, to be used as fully and entirely as said rights would have been held and enjoyed by Assignor if this Assignment had not been made.

Assignor hereby authorizes the Commissioner of Patents and Trademarks of the United States and other empowered officials of the United States Patent and Trademark Office and/or the appropriate empowered officials in relevant jurisdictions outside the United States to record the transfer of the registration included in the Trademarks to Assignee as assignee of Assignor's entire right, title, and interest therein, and to issue to Assignee all trademark registrations referred to above which may issue with respect to the Trademarks in or outside the United States, in accordance with this Trademark Assignment.

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be executed by its proper officer thereunto duly authorized, as of the date first above written.

ASSIGNOR:
CIRCADENCE CORPRATION,
a Delaware corporation

By: *[Signature]*

Name: Peter-Christian Olivo
Executive Vice President
Title: General Counsel and Secretary

State of Colorado }
County of Boulder } ss:

Before me, the undersigned, a Notary Public of the State of Colorado personally appeared Peter-Christian Olivo, having been sworn by me according to law did depose and say he was the Executive Vice President of Circadence Corporation ("Assignor") and did acknowledge the execution of the foregoing Trademark Assignment on behalf of said Assignor.

WITNESS my hand and notarial seal this 28th day of February, 2001.

[Signature]
(Signature)

Lisa M. Huber
(Printed Name)

ASSIGNEE:
VR-1 ENTERTAINMENT, INC.,
a Delaware corporation

By: *[Signature]*

Name:
Title:

EXHIBIT 1

TRADEMARKS AND REGISTRATION THEREFOR

Section 3.25(a)(ii) - Trademarks

UNITED STATES APPLICATIONS	
	TRADEMARK
	DARK CONTINENTS Ser. No. 76/123,388 (ITU)
	EVERNIGHT Ser. No. 75/341,851 (ITU)
	VR-1 CROSSROADS Ser. No. 75/306,878 (ITU)

UNITED STATES REGISTRATIONS	
	TRADEMARK
	HYPERSONIC Reg. No. 2,172,957
	Miscellaneous Design Reg. No. 2,249,099
	MEGABOT Reg. No. 2,108,859
	NOMADS OF KLANTH Reg. No. 2,353,980
	RUMBLE IN THE VOID Reg. No. 2,245,055
	THE SARAC PROJECT Reg. No. 2,368,979
	TOWERS OF FALLOW Reg. No. 2,286,685
	ULTRACORPS Reg. No. 2,222,036
	VR-1 <i>VR1</i> Reg. No. 1,992,481
	DEVIL'S THUMB ENTERTAINMENT (& Design) Reg. No. 2,330,265

Common-Law Trademarks

U.S. COMMON-LAW TRADEMARK	
	Air Attack
	Destiny Comics
	E.D.M. Signal Isolator
	Fishin' wit' Raunchy
	HEW-9 Eliminator
	HyperPlasmaBall
	Massively Multiplayer 3D
	Digital Comics
	MM3D
	Net Racer
	Om Attack
	Om Patrol
	Pepelaz
	Tesla
	Tides of War
	Virtual VR-1 Reality (& Design)
	VR-1 & Design
	VR-1 Multi-User Domain Engine
	X3 DFN/DR

Japanese Application

Trademark	Application No.
VR-1, Inc.	11-060645