

08-19-2003

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

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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): OverDrive Systems Inc

8.15-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 08/11/2003

2. Name and address of receiving party(ies)

Name: OverDrive Inc.

Internal Address: Suite A

Street Address: 8555 Sweet Valley Dr.

City: Cleveland State: Ohio Zip: 44125

- 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) 2,395,696 1,859,480 1,804,182 2,395,691

Additional number(s) attached Yes No

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

Name: Loree Potash

Internal Address: Suite A

Valley TEch Center

8555 Sweet Valley Dr.

Street Address:

City: Cleveland State: Ohio Zip: 44125

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 160.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

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.

Loree Potash

Name of Person Signing

Signature

8/13/03 Date

Total number of pages including cover sheet, attachments, and document: 2

08/18/2003 GTDN11 00000148 2395696

Mail 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 OP 75.00 OP

Refund Ref: 08/18/2003 GTDN11 0000129985

CHECK Refund Total: \$45.00

TRADEMARK REEL: 002803 FRAME: 0496

TRADEMARK ASSIGNMENT

WHEREAS, OverDrive Systems, Inc., a corporation organized under the laws of the state of Ohio (hereinafter known as "ASSIGNOR") is the owner of record of the U.S. Trademark Registration nos. 1,804,182 for OVERDRIVE, 2,395,691 for BOOKWORKS, 1,859,480 for MIDAS TECHNOLOGY and 2,395,696 for READERWORKS (hereinafter said registrations are referred to as TRADEMARKS); and

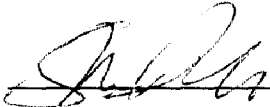
WHEREAS, OverDrive, Inc., a corporation organized under the laws of the state of Delaware, with a current address of Valley Tech Center, Suite A, 8555 Sweet Valley Dr, Cleveland, Ohio 44125 (hereinafter known as "ASSIGNEE") is the successor corporation to ASSIGNOR and is desirous of acquiring the TRADEMARKS, and of effecting an Assignment transferring the entire right, title and interest in and to the TRADEMARKS; and

WHEREAS. ASSIGNEE desires to have a recordable document evidencing title to the TRADEMARKS.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which as hereby acknowledged, ASSIGNOR confirms that it has and does transfer to ASSIGNEE the TRADEMARKS and the entire right, title and interest in and to the TRADEMARKS and all common law rights, therein together with all the good will associated therewith, and the right to sue for and collect damages by reason of past infringements of the TRADEMARKS.

EXECUTED THIS 4 day of August, 2003

OVERDRIVE SYSTEMS, INC.

By: 

Name: Steve Potash

Title: CEO