

10/20/03

10-22-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2001) Tab settings =>=>=>

RECORDED



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DEPARTMENT OF COMMERCE 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): TrueSpectra, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State [] Other

2. Name and address of receiving party(ies) Name: Scene7, Inc. Internal Address: Suite 280 Street Address: Three Hamilton Landing City: Novato State: CA Zip: 94949

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: July 29, 2003

[] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No

4. Application number(s) or registration number(s): A. Trademark Application No.(s)-Listed on Annex A 76/196,968 filed on January 19, 2001 76/196,585 filed on January 19, 2001 76/196,865 filed on January 19, 2001

B. Trademark Registration No.(s) - Listed on Annex A 2,121,305, registered on December 16, 1997 2,597,435 registered on July 23, 2002 Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: PERKINS COIE LLP Internal Address: Street Address: P.O. Box 2168 City: Menlo Park State: CA Zip: 94026

6. Total number of applications and registrations involved 5 7. Total fee (37 CFR 3.41) \$200.00 [X] Enclosed [] Authorized to be charged to deposit amount 8. Deposit account number: 50-2207 (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 copies are true copies of the original document Brian R. Coleman, 39,145 Name of Person Signing

Signature Date 10/16/03 Refund Refund Total: 10/16/03

10/22/2003 LMUELLER 00000037 76196968 40.00 DP 100.00 DP

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

Refund Ref: 10/22/2003 LMUELLER 00000037 76196968

CHECK Refund Total: 10/16/03 OPR/ FINANCE 100 OCT 20 PM 1 18

TRADEMARK REEL: 002848 FRAME: 0519

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks (the "**Agreement**") dated as of July 29, 2003 is made by TrueSpectra, Inc., a Delaware corporation having a place of business at 1820 Gateway Drive, Suite 100, San Mateo, California 94404 and, TrueSpectra Canada, Inc., an Ontario corporation ("**Canada Sub**"), (TrueSpectra and Canadian Sub are collectively referred to as "**Assignor**"), to Scene7, Inc., a Delaware corporation having a place of business at Three Hamilton Landing, Suite 280, Novato, California 94949 ("**Assignee**").

RECITALS

WHEREAS, Assignor has common law rights in the trademarks that are the subject of this Assignment and is the owner of the trademark registrations and pending trademark applications set forth in Annex A attached hereto and incorporated herein by reference (all of such trademarks, registrations and applications for registration are herein referred to as the "**Trademarks**");

WHEREAS, Assignee desires to acquire said Trademarks and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, effective as of the Closing (as that term is defined in that certain Asset Purchase Agreement dated June 23, 2003 by and among Assignor and Assignee (the "**Purchase Agreement**")), Assignor does hereby assign to Assignee all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the marks, and the above identified registrations/applications thereof.

This Agreement has been executed to implement the Purchase Agreement and nothing contained herein shall be deemed or construed to impair or alter any of the provisions of the Purchase Agreement. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors, transferees, and assigns, whether by merger or consolidation or otherwise, and upon and to the benefit of their respective present and future affiliated and subsidiary companies and licensees.

[signature page follows]

IN WITNESS WHEREOF, Assignor has caused its duly authorized representative to execute this Assignment of Trademarks as of the date first above written.

TRUESPECTRA, INC.

John P. Goldsberry
John Goldsberry
Chief Financial Officer, Treasurer & Secretary

TRUESPECTRA CANADA, INC.

John P. Goldsberry
John Goldsberry
Chief Financial Officer, Treasurer & Secretary

STATE OF CALIFORNIA)
COUNTY OF San Mateo)
July 29

On June __, 2003, before me, a Notary Public in and for said State, personally came J. P. GOLDSBERRY III to me known (or proved to me on the basis of satisfactory evidence), who, before me duly sworn, did depose and say that he is the CFO of TRUESPECTRA, the corporation described in and which executed the above instrument; that he has been authorized to execute said instrument on behalf of said corporation; and that he signed said instrument on behalf of said corporation pursuant to said authority.

WITNESS my hand and official seal.

(SEAL)

Gillian Arnold
Signature



Annex A

to Assignment of Trademarks**Trademark Registrations
and Applications Therefor**

<u>Mark</u>	<u>Classes</u>	<u>Country</u>	<u>Status</u>	<u>Serial Number</u>
TRUESPECTRA	9	UNITED STATES	REGISTERED No. 2,121,305 dated December 16, 1997	SN75/181,955
TRUESPECTRA	9	CANADA	REGISTERED No. 484,039 dated October 15, 1997	SN 805,843
TRUESPECTRA	9	CANADA	REGISTERED No. 478,320 July 8, 1997	SN 747,906
TRUESPECTRA	(WORD)	AUSTRALIA	REGISTERED date January 6, 1999	SN 718,455
TRUESPECTRA	9	UK	REGISTERED No. 2111903 granted January 2, 1998	SN 2111903
TRUESPECTRA	9, 42	GERMANY	REGISTERED No. 396 23 331 March 23, 1997	SN 396 23 3317
TRUESPECTRA & HORIZONTAL DESIGN	42	UNITED STATES	ALLOWED REGISTRATION January 19,2001	SN76/196968
TRUESPECTRA & HORIZONTAL DESIGN	9	UNITED STATES	REGISTERED No. 2597435 July 23, 2002	SN2597435
TRUESPECTRA & VERTICAL DESIGN	42	UNITED STATES	NOTICE OF ALLOWANCE January 19, 2001	SN76/196585
TRUESPECTRA & VERTICAL DESIGN	9	UNITED STATES	ALLOWED REGISTRATION	SN76/196865

			January 19, 2001	
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RECORDED: 10/20/2003

**TRADEMARK
REEL: 002848 FRAME: 0523**