

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	By Assignment and Order of Court
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Total Sports Inc.		04/23/2002	CORPORATION:
Quokka Sports, Inc.		04/23/2002	CORPORATION:

RECEIVING PARTY DATA	
Name:	Sport Media Enterprises, Inc.
Street Address:	21 Carlaw Avenue
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M4M 2R6
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1813667	TOTAL BASEBALL

CORRESPONDENCE DATA	
Fax Number:	(310)820-5988
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(310) 207-3800
Email:	TM_Filings@bstz.com
Correspondent Name:	Blakely Sokoloff Taylor & Zafman LLP
Address Line 1:	12400 Wilshire Boulevard
Address Line 2:	Seventh Floor
Address Line 4:	Los Angeles, CALIFORNIA 90025

ATTORNEY DOCKET NUMBER:	004112.T045USA16
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DOMESTIC REPRESENTATIVE	
Name:	Blakely Sokoloff Taylor & Zafman LLP
Address Line 1:	12400 Wilshire Boulevard
Address Line 2:	Seventh Floor

CH \$40.00 1813667

Address Line 4: Los Angeles, CALIFORNIA 90025

NAME OF SUBMITTER:

Lori N. Boatright

Total Attachments: 8

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PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.
ATTORNEYS AT LAW
SAN FRANCISCO, CALIFORNIA

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FILED

APR 23 2002

UNITED STATES BANKRUPTCY COURT
SAN FRANCISCO, CA

Attorneys for Quokka Sports, Inc., et al.,
Debtors and Debtors in Possession

8 **UNITED STATES BANKRUPTCY COURT**
 9 **NORTHERN DISTRICT OF CALIFORNIA**
 10 **SAN FRANCISCO DIVISION**

11 In re
 12 **QUOKKA SPORTS, INC.,**
 13 a Delaware Corporation, et al.,¹
 14 Debtors.
 15 Federal Tax I.D. # 94-3250045

Case No. 01-31149

(Jointly Administered)

Chapter 11

**ORDER AUTHORIZING DE MINIMIS
ASSET SALE TO SPORTS MEDIA GROUP,
INC. FREE AND CLEAR OF CERTAIN
LIENS, CLAIMS AND INTERESTS**

17 In accordance with the Court's Order Establishing Procedures for Sales of De Minimis
 18 Assets pursuant to which no notice of this Order need be provided, and based on the Declaration
 19 of Maxim B. Litvak that no objections to the proposed sale of de minimis assets to Sports Media
 20 Group, Inc. ("Sports Media") have been timely received, the Court hereby **ORDERS** as follows:

- 21 1. Quokka Sports, Inc. ("Quokka") is authorized to sell the assets described on the
- 22 attached **Exhibit "A"** to Sports Media for a purchase price of \$10,000.
- 23 2. The sale of assets to Sports Media shall be free and clear of all liens, claims and
- 24 interests, to the extent notice has been provided to any potential lienholders, with any such liens,
- 25 claims and interests attaching to the sale proceeds in the same priority, validity (or invalidity) and
- 26 amount as existed pre-petition.

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 28 ¹ The other Debtors in these jointly administered cases are: QuokkaDNA, Inc., Quokka Exchange, Inc., Kanga, Inc.,
 Sports Extra, Inc., Total Motorsports, Inc., Production Services Australia, Inc., and ZoneNetwork.com, Inc.

ORDER AUTHORIZING DE MINIMIS ASSET SALE TO
SPORTS MEDIA GROUP, INC. FREE AND CLEAR OF
CERTAIN LIENS, CLAIMS AND INTERESTS

TRADEMARK

REEL: 002928 FRAME: 0301

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3. Notwithstanding anything to the contrary herein, the sale of assets to Sports Media by Quokka is subject to that certain License Agreement between Total Sports Inc. (predecessor in interest to Quokka) and Thorn Media, Inc., effective as of August 31, 2000.

4. This Order shall be effective immediately upon entry pursuant to Rule 7062 and 9014 of the Federal Rules of Bankruptcy Procedure. This Court finds good cause to lift the stay imposed by Rule 6004(g) of the Federal Rules of Bankruptcy Procedure for purposes of consummating the asset sale transaction approved herein, and such stay is hereby lifted.

DATED: APR 23 2002

THOMAS E. CARLSON

UNITED STATES BANKRUPTCY JUDGE

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P. C.
ATTORNEYS AT LAW
SAN FRANCISCO, CALIFORNIA

BILL OF SALE

Quokka Sports, Inc., a Debtor and Debtor-In- Possession under Case No. 01-31149 TC (the "Case") in the United States Bankruptcy Court, Northern District of California (the "Bankruptcy Court") having a principal office located at 3 Embarcadero Center, Suite 1020, San Francisco, California, USA 94111 ("Seller"), for good and valuable consideration in the amount of \$10,000.00 (U.S.), the receipt and sufficiency of which Seller hereby expressly acknowledges, hereby sells, transfers, assigns and delivers all of its right, title and interest worldwide in and to the trademarks and domain names set forth on Exhibit A, including all applications, registrations and common law rights therefor and all goodwill of the business associated therewith (the "Property"), to **Sports Media Group, Inc.**, having a principal office located at 21 Carlaw Avenue, Toronto, Ontario, Canada M4M 2R6 ("Buyer").


Buyer will assume, in its sole discretion, all costs and expenses relating to the transfer, prosecution and maintenance of the Property that may be incurred on and after the execution date of this Bill of Sale.

In connection with this Bill of Sale, Seller represents, warrants and covenants to Buyer that: (i) it has the corporate capacity to enter into this Bill of Sale and to perform each of its obligations set out herein and (ii) prior to entering into this Bill of Sale it has not granted any right, title and interest, in respect to the Property to any other person. Seller makes no other representations or warranties whatsoever, express or implied, with respect to any matter relating to the Property including, without limitation, income to be derived or expenses to be incurred in connection with the Property. Buyer acknowledges that the Property is subject to that certain License Agreement between Total Sports Inc (predecessor in interest to Seller) and Thorn Media, Inc., effective as of August 31, 2000. Subject to the above representations, warranties and covenants Buyer accepts the Property "AS IS", "WHERE IS" and "WITH ALL FAULTS".

Seller will use reasonable efforts to assist Buyer in effectuating the transfer of the Property, including: (i) providing a formal certificate evidencing the merger of Total Sports Inc's assets, including the Property recorded in the name of Total Sports Inc, into Seller; (ii) providing executed trademark assignments suitable for recording at the Canadian and US government trademarks offices to evidence the transfer of the trademark applications and registrations comprising the Property (such trademark assignments to be provided by Buyer) and (iii) providing executed registrant name change documents for each of the domain names comprising the Property suitable for formally appointing the Buyer as the new registrant for the domain names (such registrant name change documents to be provided by Buyer).

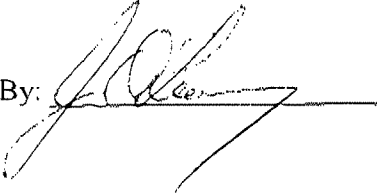
IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed as of the 5th day of April, 2002.

Quokka Sports, Inc., Debtor and Debtor-In-Possession ("Seller")

By: 
Paul Startz
Vice President, Business and Legal Affairs

ACCEPTED:

Sports Media Group, Inc ("Buyer")

By: 

CUR # 0056
AGE 23/02
03-25902

DOMAIN NAME / WEB BUDG
10,000 x 1.60 = \$16,000

EXHIBIT A**The Property**

The following registered U.S. trademarks:

MARK	CLASS(ES)	SERIAL NO./ FILING DATE	REG. NO./ REG. DATE	USE DATES/ RENEWAL DATES
TOTAL BASEBALL	9	75/189873	2,261,835	7/20/05
		10/30/96	7/20/99	7/20/09
TOTAL BASEBALL	16	74/353433	1,813,667	12/28/03
		2/4/93	12/28/93	
TOTAL FOOTBALL	41	75/189871	2,203,504	11/17/04
		10/30/96	11/17/98	11/17/08
TOTAL HOCKEY	16	75/483658	2,446,734	4/24/07
		5/11/96	4/24/01	4/24/11
TOTAL HOCKEY	41	75/900601	2,452,859	5/22/07
		1/11/00	5/22/01	5/22/11
TOTAL SPORTS	16	75/900600	2,461,295	6/19/07
		1/11/00	6/19/01	6/19/11
TOTAL SPORTS	41	75/628066	2,349,756	5/16/06
		1/26/99	5/16/00	5/16/10
TOTAL SPORTS	42	75/628067	2,351,537	5/23/06
		1/26/99	5/23/00	5/23/10
TOTAL SPORTS LOGO (Design and Words)	41	75/639769	2,351,572	5/23/06
		2/8/99	5/23/00	5/23/10
TOTAL SPORTS (Design only)	41	75/639767	2,354,948	6/6/06
		2/8/99	6/6/00	6/6/10
POWERED BY TOTAL SPORTS (Design)	41	75/639765	2,351,571	5/23/06
		2/8/99	5/23/00	5/23/10

The following U.S. trademark applications:

MARK	CLASS(ES)	SERIAL NO./ FILING DATE	STATUS
TOTAL BASEBALL	41	76/173363 12/01/00	Response to Office Action filed 11/13/01
TOTAL SPORTS IMMERSION	41	76/173406 12/01/00	Response to Office Action filed 11/13/01
TOTAL BASEBALL NETWORK	41	76/034328 4/26/00	Notice of Allowance mailed 12/4/01
TOTAL BASKETBALL NETWORK	41	75/900608 1/11/00	Notice of Allowance mailed 12/4/01
TOTAL BILLIARDS	16	75/900602 1/11/00	Notice of Allowance mailed 12/4/01
TOTAL BILLIARDS	41	75/900603 1/11/00	Notice of Allowance mailed 11/20/01
TOTAL FISHING	41	76/034325 4/26/00	Extension of Time to file Statement of Use accepted 12/10/01
TOTAL FISHING NETWORK	41	76/034326 4/26/00	Notice of Allowance mailed 12/4/01
TOTAL FOOTBALL NETWORK	41	76/034327 1/11/00	Notice of Allowance mailed 12/4/01
TOTAL HOCKEY	9	75/189870 10/30/96	4th Request for Extension to file SOU granted 8/3/01
TOTAL POOL	16	75/900605 1/11/01	Notice of Allowance issued 11/20/01
TOTAL POOL	41	75/900604 1/11/00	Notice of Allowance issued 11/20/01
TOTAL RACING	41	75/900606	Notice of Allowance issued 12/4/01

MARK	CLASS(ES)	SERIAL NO./ FILING DATE	STATUS
		1/11/00	
TOTAL RACING NETWORK	41	75/900607 1/11/00	Notice of Allowance issued 11/20/01

The following international trademark applications:

MARK	CLASS(ES)	SERIAL NO./ FILING DATE	STATUS
TOTAL BASEBALL Canada	9 & 16	1,049,088	Response filed 1/19/02
TOTAL BASEBALL NETWORK Canada	41	1,049,092	Declaration of Use/Extension due by 3/3/03
TOTAL BASKETBALL Canada	9 & 16	1,049,086	Pending
TOTAL BASKETBALL NETWORK Canada	41	1,049,101	Declaration of Use/Extension due by 3/3/03
TOTAL FOOTBALL Canada	9 & 16	1,049,094	Response filed 1/19/02
TOTAL FOOTBALL NETWORK Canada	41	1,049,091	Declaration of Use/Extension due by 3/3/03
TOTAL BILLIARDS Canada	16, 41	1,049,089	Pending
TOTAL HOCKEY Canada	9, 41	1,049,084	Response filed 1/19/02
TOTAL HOCKEY Canada	16 & 28	896,189	Notice of Allowance issued.

MARK	CLASS(ES)	SERIAL NO./ FILING DATE	STATUS
TOTAL FISHING Canada	41	1,049,093	Declaration of Use/Extension due by 3/3/03
TOTAL FISHING NETWORK Canada	41	1,049,095	Response to Office Action Filed 7/16/01
TOTAL POOL Canada	16 & 41	1,049,090	Pending
TOTAL RACING Canada	41	1,049,100	Pending
TOTAL RACING NETWORK Canada	41	1,049,099	Pending
TOTALSEAT Canada	9	1,049,097	Pending
POWERED BY TOTAL SPORTS (& design) Canada	41	1,049,081	Response filed 1/19/02
TOTAL COLLEGE SPORTS NETWORK Canada	41	1,049,087	Pending
TOTAL SPORTS LOGO (& design) Canada	41	1,049,082	Response filed 1/19/02
TOTAL SPORTS (design only) Canada	41	1,049,085	Response filed 1/19/02
TOTAL SPORTS Canada	41 & 42	1,049,096	Response filed 1/19/02