TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Bankruptcy

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, National Association		08/27/1993	CORPORATION:

RECEIVING PARTY DATA

Name:	Bridgestone Management Group, Inc.
Street Address:	1979 Palomar Oaks Way
City:	Carlsbad
State/Country:	CALIFORNIA
Postal Code:	92009
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1500902	CREATE A CALENDAR
Registration Number:	1346432	EPYX
Registration Number:	1484139	GRAPHICS SCRAPBOOK
Registration Number:	1329853	IMPOSSIBLE MISSION
Registration Number:	1484422	THE MASTERS COLLECTION
Registration Number:	1350133	SUMMER GAMES
Registration Number:	1423476	SUMMER GAMES II
Registration Number:	1420673	WINTER GAMES
Registration Number:	1484420	WORLD GAMES

OP $240.00 1500902

CORRESPONDENCE DATA

Fax Number: (303)329-0303
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 303-691-5252

Email:	larhoades@aol.com
Correspondent Name:	Laurie A. Rhoades, Esq.
Address Line 1:	P.O. Box 100156
Address Line 4:	Denver, COLORADO 80250-0156

NAME OF SUBMITTER:	Laurie A. Rhoades, Esq.
Signature:	/L/A/Rhoades/
Date:	06/24/2005

Total Attachments: 3
source=History#page1.tif
source=History#page2.tif
source=History#page3.tif

I. HISTORY OF THE DEBTOR.

A. Background

Debtor was originally incorporated in California under the name Automated Simulations, Inc. in 1979. Debtor changed its name to Epyx, Inc. in March 1983 and merged with Starpath Corporation in December 1983. Debtor's business has been designing, developing, publishing, marketing and licensing software for home video games and personal computers. In 1988 and early 1989, Debtor devoted substantial resources to the development of a hand-held portable color video game console and compatible game software.

B. Debt structure.

1. Wells Fargo Bank, N.A. credit facility.

Prior to April 1989, Debtor met its working capital requirements through a $10 million revolving credit facility with Wells Fargo Bank, N.A. ("Bank"). The Bank credit facility was secured by a lien on virtually all of Debtor's assets. In late 1988 and the first quarter of 1989, Debtor experienced a severe cash shortfall and defaulted on certain of its obligations under the Bank credit facility. In April 1989, Debtor and Bank entered into a Forbearance Agreement which required Debtor to obtain immediate "bridge financing" of at least $900,000 as a condition to the Bank forbearing from exercising its rights and remedies. The "bridge loan" was intended to meet Debtor's immediate cash requirements while Debtor sought a longer term solution to its financial difficulties. Debtor planned to achieve financial stability through the licensing or sale of its hand-held console technology.

Pursuant to the Forbearance Agreement, Debtor delivered to the Bank a "collateral assignment" of the copyrights and trademarks associated with its game software which the Bank duly filed with the Copyright Office.

As of the commencement of the case, Debtor was indebted to the Bank in the approximate amount of $2,614,000, plus interest and costs.

2. Bridge Lenders.

To satisfy the terms of the Forbearance Agreement, Debtor obtained a "bridge loan" from the Bridge Lenders in the original principal amount of $922,949. The Bridge Lenders are venture capital entities that had made an equity investment in Debtor prior to 1989. One or more of the Bridge Lenders may be deemed to be "insiders," as that term is defined in the Code, based on their participation as members of Debtor's board of directors. Debtor used the funds from the bridge loan to pay delinquent rent and certain other debts and meet current operating expenses until it entered into the transactions with Atari described below.

A portion of the bridge loan was converted to preferred stock in June 1989 and the Bridge Lenders were issued new promissory notes in the aggregate principal amount of approximately $758,512 to mature in June 1992 with interest to accrue at a rate equal to the Bank's prime rate plus 1.0%. The Bridge Lenders' new notes were convertible to equity at Debtor's election if Debtor achieved certain net revenue benchmarks. The Bridge Lenders' debt was secured by a lien on substantially all of Debtor's assets junior to the Bank's lien. The Bridge Lenders, however, did not file a collateral assignment with the Copyright Office.

3. Atari Corporation.

In June 1989, Debtor entered into a series of closely interrelated agreements with Atari which provided Debtor with significant additional financing and transferred substantial rights in Debtor's game console technology to Atari.

Pursuant to the terms of a Series E Preferred Stock and Convertible Note Purchase Agreement dated as of June 3, 1989, Atari made an equity investment of $1 million and over a period of several months purchased approximately $3 million in convertible promissory notes. Atari's promissory notes contained the same conversion feature as the Bridge Lenders' notes

TRADEMARK
REEL: 003110 FRAME: 0228

inconsistency between the terms of the Plan and the description of the Plan in this Disclosure Statement, the terms of the Plan shall be controlling.

A. Plan objectives.

The Plan's objectives are to realize the highest value of Debtor's assets through a merger with Bridgestone. The Plan provides for partial payment of the claims of general unsecured claims through a Reorganization Fund which will provide a distribution value greater than allowed general unsecured claims would receive through a liquidation. Administrative expenses and priority claims will be paid on confirmation or will be reserved for and paid by the Newly Organized Successor. The Bridge Lenders will receive an equity interest in a new and growing concern.

B. The Reorganization Fund.

The claims of general unsecured creditors and the compensation of the professionals engaged by the Creditor's Committee and the Disbursing Agent will be satisfied from a Reorganization Fund to be funded with $250,000 from Debtor's cash on hand as of the Effective Date. The Reorganization Fund will be administered by the Disbursing Agent. Debtor nominates the Creditor's Committee to act as Disbursing Agent under the Plan. If the Creditor's Committee declines to act as Disbursing Agent, Debtor will prior to or at the hearing on confirmation of the Plan nominate another entity to act as Disbursing Agent.

C. Merger with Bridgestone.

On the Effective Date, Discharged Debtor will be revested with the property of the estate free and clear of all liens, claims and interest and Bridgestone will merge into Discharged Debtor. Newly Organized Successor will be the surviving corporation and will change its name to Bridgestone Management Group, Inc. dba Bridgestone Multimedia. Debtor and Bridgestone have entered into a letter of intent dated as of June 15, 1993, a copy of which is attached as Exhibit B, which sets forth the parties' understanding of the principal terms of the merger. Debtor and Bridgestone are finalizing the terms of the Merger Agreement which will be filed with the Court and approved by the Court as part of the confirmation of the Plan.

The corporate and financial background of Bridgestone, the composition of Newly Organized Successor's management and board of directors and the ownership of Newly Organized Successor are discussed in Section V.

III. CLASSIFICATION OF CLAIMS AND INTERESTS.

The Plan divides creditors and equity holders into classes based on their legal rights and interests. The following is only a summary of the Plan. All creditors should read the copy of the Plan attached hereto as Exhibit A.

A. Expenses of administration.

Various professionals employed by Debtor have received payments of interim compensation. Pillsbury Madison & Sutro, Debtor's general bankruptcy counsel, has received interim compensation and expenses totaling approximately $352,400 for the period from the commencement of the case in October 1989 through December 31, 1992. Debtor estimates that unpaid compensation costs for professionals employed by the Debtor will be approximately $150,000 as of the Effective Date.

Unpaid compensation and costs for professionals employed by Debtor will be paid in full on the earlier of the Effective Date or the allowance of such compensation by the Court. Payments will be made by Discharged Debtor if prior to the merger and by Newly Organized Successor if after the merger. Compensation and costs for professionals employed by the Committee and the Disbursing Agent will be paid from the Reorganization Fund. If the Committee serves as Disbursing Agent, it shall not be entitled to compensation as Disbursing Agent, but shall be entitled to reimbursement of reasonable expenses incurred in administering the Reorganization Fund and shall be entitled to have its Court-approved professionals

TRADEMARK
REEL: 003110 FRAME: 0229

confirmation over rejection by a class if the Debtor can show the class fares better under the Plan than a Chapter 7 liquidation. Debtor will seek to confirm the Plan over the deemed rejection by Class D. If sufficient creditors in Class C do not vote to accept the Plan, Debtor may seek to confirm the Plan over rejection by Class C pursuant to the provisions of section 1129(b) of the Code.

Dated: August 27, 1993.

EPYX, INC.

By /s/ William Lanphear IV

Title Chief Executive Officer

PILLSBURY MADISON & SUTRO
ANDREA A. WIRUM
PATRICK COSTELLO
JACQUELINE S. DAILEY

By /s/ Patrick Costello

Attorneys for EPYX, INC., Debtor and Debtor in Possession

TRADEMARK

RECORDED: 06/24/2005

REEL: 003110 FRAME: 0230