

Form PTO-1594 (Rev. 07/05)
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U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below

1. Name of conveying party(ies):

BMK, LP (f/k/a Sun BMK Limited), a Texas limited partnership;
BMK, Inc., a Delaware corporation; and
BMK Texas, LLC, a Delaware limited liability company

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance / Execution Date(s) :

Execution Date(s) September 26, 2005

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Excite USA, LP

Internal _____

Address: _____

Street Address: 1430 Valwood Pkwy, Suite 145

City: Carrollton

State: Texas

Country: US Zip 75006

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship Texas

Corporation Citizenship _____

Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No (s)

1518133, 1443375, 1442932, 1387633, 1568542, 1984140 and 1680466.

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown).
KIDMARK, EXCITE, EXCITE, EXCITE, WATER WONDERS, WATER WONDERS and SUPER SOUND.

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

Name: Kay Lyn Schwartz

Internal Address: Gardere Wynne Sewell LLP

Suite 3000

Street Address: 1601 Elm Street

City Dallas

State Texas Zip: 75201-4761

Phone Number: 214-999-4702

Fax Number: 214-999-3623

Email Address: kschwartz@gardere.com

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 190.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 07-0153

Authorized User Name Kay Lyn Schwartz

9. Signature:

Kay Lyn Schwartz
Signature

12-27-05
Date

Kay Lyn Schwartz

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$190.00 070153 1518133

TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment") is made as of this 24 day of September, 2005, by and among BMK, LP (f/k/a Sun BMK Limited), a Texas limited partnership ("BMK, LP"), BMK, Inc., a Delaware corporation ("BMK, Inc."), and BMK Texas, L.L.C., a Delaware limited liability company ("BMK Texas," together with BMK, LP and BMK, Inc., the "Assignors"), and Excite USA, LP, a Texas limited partnership ("Assignee").

WHEREAS, Assignors and Assignee have entered into that certain Stock Purchase Agreement having an effective date of September 26, 2005 (the "Agreement"), pursuant to which, among other things, Assignors assigned and transferred to Assignee all of their right, title and interest in and to the trademarks and associated registrations as listed in SCHEDULE A attached hereto, together with the goodwill associated therewith (collectively, the "Trademarks"); and

WHEREAS, it is the purpose of this document to memorialize the transfer to Assignee all of Assignors' right, title and interest in and to the Trademarks, in a form suitable for recording with the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration for the foregoing promises, and for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignors do assign and transfer to Assignee, all of Assignors' right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the respective Trademarks, including, but not limited to, the right to sue and collect damages for past infringement of the Trademarks, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors and assigns, as entirely as the same would have been held and enjoyed by Assignors if this Assignment had not been made.

ASSIGNORS:

BMK, LP

By: [Signature]
Name: James Allen
Its: VP

BMK, INC.

By: [Signature]
Name: James Allen
Its: VP

BMK TEXAS, L.L.C.

By: [Signature]
Name: James Allen
Its: VP

ASSIGNEE:

EXCITE USA, LP

By: [Signature]
Name: Bobby P. Borley
Its: Mgr.

SCHEDULE A**Trademark Registrations**

Mark	U.S. Registration No.	Registration Date
KIDMARK	1518133	December 27, 1988
EXCITE	2226285	February 23, 1999
EXCITE	1443375	June 16, 1987
EXCITE	1442932	June 16, 1987
EXCITE	1387633	March 25, 1986
WATER WONDERS	1568542	November 28, 1989
WATER WONDERS	1984140	July 2, 1996
SUPER SOUND	1680466	March 24, 1992
MEGAN	1348198	July 9, 1985
RAD ROCKERS	1637680	March 12, 1995
KOLORCRAFT	76551704 (App. No.)	February 23, 1999