

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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):

Flipside, Inc. (Document No.: 102906043)

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- 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) July 27, 2004

- 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: iWin, Inc.
 Internal
 Address: 625 Second Street, Suite 201
 Street Address: 625 Second Street, Suite 201
 City: San Francisco
 State: California
 Country: U.S. A Zip: 94107

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- 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)

2,637,945 and 2,657,867

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

IWIN.COM
IWIN.COM (AND DESIGN)

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

Name: LAURIE A. MILLER

Internal Address: 319 Ramona Street

Street Address: 319 Ramona Street

City: Palo Alto

State: California Zip: 94301

Phone Number: (650) 326-1502

Fax Number: (408) 521-2800

Email Address: laurie@lamlaw.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$65.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers 3947
Expiration Date 10/08

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Signature

August 10, 2006

Date

Laurie A. Miller, Attorney

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

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

OP \$65.00 2637945

TRADEMARK ASSIGNMENT

THIS NUNC PRO TUNC TRADEMARK ASSIGNMENT (the "Assignment") dated the 27th day of July 2004, is entered into by and between Flipside, Inc., a Delaware corporation having an office at 15260 Ventura Boulevard, Suite 2000, Sherman Oaks, California 91403 ("Assignor") and iWin, Inc. (formerly Next Game, Inc.), a Delaware corporation having an office at 444 Mississippi Street, San Francisco, California 94017 ("Assignee").

WHEREAS, Assignor has adopted and used the marks listed in the Schedule hereto (the "Marks") in the United States in connection with its business, and is the owner of the Marks and federal registrations of the Marks shown in the Schedule (the "Registrations"); and

WHEREAS, Assignee is desirous of confirming as a matter of record its acquisition of the Marks and the Registrations, together with the goodwill of the business connected therewith;

NOW THEREFORE, in consideration of ten dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor assigns to Assignee all rights, title, and interests in and to the Marks and the Registrations together with the goodwill of the business symbolized by the Marks and all causes of action and claims based on past actions or infringement related to the Marks.

SCHEDULE

| <u>Mark</u> | <u>Registration No.</u> |
|-----------------------|-------------------------|
| IWIN.COM | 2,637,945 |
| IWIN.COM (and design) | 2,657,867 |

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed effective as of June 30, 2003.

ASSIGNOR:

By:



Name: Adam F. Wergeles

Title: Secretary

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