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Our Ref.: 1638-38

100864861

Commissioner of Patents and Trademarks
Box Assignments, Washington, DC 20231

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

3/D Eye, Inc.

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

3. Nature of conveyance:

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

Execution Date: August 24, 1998

2. Name and address of receiving party(ies):

Name: VISIONARY DESIGN SYSTEMS, INC.

Internal Address: _____

Street Address: 2790 Walsh Avenue

City: Santa Clara

State/Country: California

Zip: 95051

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

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)

Additional name/s & address/es attached Yes No

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is: N/A

A. Trademark Application No.(s)

- (1) 75/118,538
- (2)
- (3)

B. Trademark Registration No.(s)

- (1)
- (2)
- (3)

Additional numbers attached? Yes No

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

Name: James T. Hosmer

Internal Address: _____

Street Address: Nixon & Vanderhye P.C.
1100 North Glebe Road

8th Floor

City Arlington State: VA Zip: 22201

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41)

\$ 40.00

- Enclosed
- Authorized to be charged to deposit account #14-1140

8. The Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.

DO NOT USE THIS SPACE

9. Statements and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

James T. Hosmer

Name of Person Signing

Signature

September 3, 1998

Date

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

3

1638-38**ASSIGNMENT**

WHEREAS, 3D/EYE, Inc., a New York corporation, having its principal place of business at 700 Galleria Pkwy, Suite 400, Atlanta, GA 30339 (hereinafter referred to as "Assignor"), is the owner of the entire right, title and interest in and to the trademark SMARTPAINT, the United States trademark application filed June 13, 1996 relating thereto, and the goodwill of the business associated therewith;

WHEREAS, Visionary Design Systems, Inc. ("VDS"), a corporation of Delaware having its principal place of business at 2790 Walsh Avenue, Santa Clara, California 95051 (hereinafter referred to as "Assignee"), is the successor in interest and present owner of the entire business of applicant to which the mark SMARTPAINT pertains, and VDS is desirous of obtaining the entire right, title and interest in and to the above-identified mark, the United States trademark application relating thereto and the goodwill of the business associated therewith;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and transfers to said Assignee, its successors, assigns and legal representatives, nunc pro tunc, as of the date of first use of the mark in commerce and as defined by 15 U.S.C. § 1057(c), the entire right, title and interest in and to the above-identified mark SMARTPAINT, the United States trademark application filed June 13, 1996, relating thereto, and the goodwill of the business

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associated therewith, together with all rights of action accrued under and by virtue hereof, including the right to sue and recover for past infringement of said mark.

3D/EYE, Inc.

Date: 8/24/98

Samir Hanna

Name: Samir Hanna
Title: President

Witnessed by:

Nancy Yowell

Date: 8/26/98

Ell Z...

Date: 8/26/98