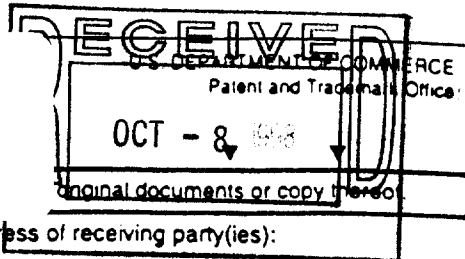


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To the Honorable Commissioner of Patent

1. Name of conveying party(ies):
GTE Vantage Incorporated

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

Additional name(s) of conveying party(ies) attached? Yes No

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

Name: Barracuda, Inc.

Internal Address: _____

Street Address: 545 Second Street, Ste. 3

City: Encinitas State: CA ZIP: 92024

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of California
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,126,203 and
2,072,578

Additional numbers attached? Yes No

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

Name: Kevin A. Cahill, Esq.

Internal Address: _____

Street Address: Sullivan Wertz McDade & Wallace
945 Fourth Avenue

City: San Diego State: CA ZIP: 92101

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):..... \$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
11-1541

(Attach duplicate copy of this page if paying by deposit account)

11/03/1998 JSHADAZZ 00000029 2126203
 01 FC:401 40.00 OP
 02 FC:402 25.00 OP

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9. Statement 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.

Kevin A. Cahill *Kevin A. Cahill* 10/8/98
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

ASSIGNMENT

GTE Vantage Incorporated, a Delaware corporation, located at One Stamford Forum, Stamford, Connecticut 06904 ("Assignor"), has previously adopted and used in its business the trademark TIMELAPSE, for which Assignor owns a federal trademark registration with the United States Patent and Trademark Office, U.S. Trademark Registration No. 2,126,203, registered December 30, 1997.

Effective October 31, 1997, Barracuda, Inc., a California corporation, located at 545 Second Street, Suite 3, Encinitas, California 92024 ("Assignee") purchased all of Assignor's interest in the above-referenced trademark and its accompanying business symbolized by that trademark. Accordingly, effective October 31, 1997, Assignor conveyed by assignment to Assignee the trademark TIMELAPSE, together with the goodwill of the business symbolized by that trademark, U.S. Trademark Registration No. 2,126,203 (and all renewals and extensions thereof), and all rights to profits, damages and other relief for any past, present and future infringement of the trademark, and the right to sue and collect the same. The parties now desire to ratify and confirm such conveyance.

NOW, THEREFORE, in consideration of these mutual provisions, the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor confirms that it did and does hereby irrevocably assign to Assignee all right, title and interest worldwide in and to the trademark TIMELAPSE, together with the goodwill of the business symbolized by that trademark, U.S. Trademark Registration No. 2,126,203 (and all renewals and extensions thereof), and all rights to profits, damages and other relief for any past, present and future infringement of the trademark, and the right to sue and collect the same for its own use and benefit and the benefit of Assignee's successors, assigns or other legal representatives, nunc pro tunc as of October 31, 1997.

Assignor

GTE Vantage Incorporated,
a Delaware corporation

By: Janet K. Brzoska
Name: Janet K. Brzoska
Title: Assistant Secretary

Date: October 2, 1998

ASSIGNMENT

GTE Vantage Incorporated, a Delaware corporation, located at One Stamford Forum, Stamford, Connecticut 06904 ("Assignor"), has previously adopted and used in its business the trademark TIMELAPSE ANCIENT CIVILIZATIONS, for which Assignor owns a federal trademark registration with the United States Patent and Trademark Office, U.S. Trademark Registration No. 2,072,578, registered June 17, 1997.

Effective October 31, 1997, Barracuda, Inc., a California corporation, located at 545 Second Street, Suite 3, Encinitas, California 92024 ("Assignee") purchased all of Assignor's interest in the above-referenced trademark and its accompanying business symbolized by that trademark. Accordingly, effective October 31, 1997, Assignor conveyed by assignment to Assignee the trademark TIMELAPSE ANCIENT CIVILIZATIONS, together with the goodwill of the business symbolized by that trademark, U.S. Trademark Registration No. 2,072,578 (and all renewals and extensions thereof), and all rights to profits, damages and other relief for any past, present and future infringement of the trademark, and the right to sue and collect the same. The parties now desire to ratify and confirm such conveyance.

NOW, THEREFORE, in consideration of these mutual provisions, the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor confirms that it did and does hereby irrevocably assign to Assignee all right, title and interest worldwide in and to the trademark TIMELAPSE ANCIENT CIVILIZATIONS, together with the goodwill of the business symbolized by that trademark, U.S. Trademark Registration No. 2,072,578 (and all renewals and extensions thereof), and all rights to profits, damages and other relief for any past, present and future infringement of the trademark, and the right to sue and collect the same for its own use and benefit and the benefit of Assignee's successors, assigns or other legal representatives, nunc pro tunc as of October 31, 1997.

Assignor

GTE Vantage Incorporated,
a Delaware corporation

By: Janet K. Brzoska
Name: Janet K. Brzoska
Title: Assistant Secretary
Date: October 2, 1998