

me 06.24.99

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

06-29-1999



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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- New
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Document ID # _____
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Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name GEODEX INTERNATIONAL, INC. Execution Date
Month Day Year 05191999

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name GII ACQUISITION CORPORATION

DBA/AKA/TA _____

Composed of _____

Address (line 1) 9191 Towne Centre Drive

Address (line 2) Suite 600

Address (line 3) San Diego California 92122
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization California

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01 FC:481
02 FC:482

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1249805"/>	<input type="text" value="1877605"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

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Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Andrew D. Brooks, Esq.



6/24/99

Name of Person Signing

Signature

Date Signed

UNITED STATES DEPARTMENT OF COMMERCE

PATENT AND TRADEMARK OFFICE

ASSIGNMENT OF REGISTERED TRADEMARKS

WHEREAS, Geodex International, Inc., a California corporation ("Geodex"), having its principal place of business located at 669 Broadway, Sonoma, California 95476, hereby represents and warrants it adopted, used, is using, and is the full beneficial and legal owner of the following trademarks now registered in the United States Patent and Trademark Office:

<i>Trademark</i>	<i>Registration Number</i>	<i>Date of Registration</i>
GEODEX	1,249,805	August 30, 1983
SEMINAR-IN-A-BOX	1,877,605	February 7, 1995

WHEREAS, GII Acquisition Corporation, a California corporation ("GII"), having its principal place of business located at 9191 Towne Centre Drive, Suite 600, San Diego, California 92122 Attn: Sam Georges, desires to acquire such marks, together with the goodwill related thereto;

NOW, THEREFORE, for valuable consideration, receipt of which is hereby acknowledged, Geodex hereby assigns to GII all right, title and interest in such registered trademarks and the goodwill of the business related thereto.

Signed at SAN FRANCISCO, CA

on MAY, 19, 1999

GEODEX INTERNATIONAL, INC., a
California corporation

By: KSP

Its: PRESIDENT

[Signatures must be acknowledged before a notary public]

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CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco } 55.

On 5-19-99, before me, Michelle Woodruff

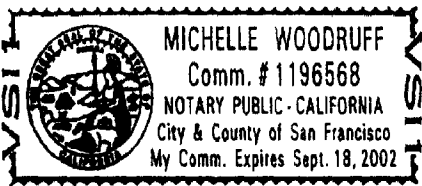
personally appeared KIM NORUP

personally known to me

— OR —

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Michelle Woodruff
SIGNATURE OF NOTARY

OPTIONAL SECTION

CAPACITY CLAIMED BY SIGNER

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document.

INDIVIDUAL(S) SIGNING FOR ONESELF/THEMSELVES

CORPORATE OFFICERS

TITLE(S)

COMPANY

PARTNER(S) _____
PARTNERSHIP

ATTORNEY-IN-FACT

PRINCIPAL(S)

TRUSTEE(S) _____
TRUST

OTHER _____
TITLE(S)

TITLE(S)

SIGNER IS REPRESENTING:

ENTITY(IES) REPRESENTED

ENTITY(IES) REPRESENTED

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

TITLE OR TYPE OF DOCUMENT Assignment of Trademark

NUMBER OF PAGES 1 DATE OF DOCUMENT 5-19-99

SIGNER(S) OTHER THAN NAMED ABOVE _____

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