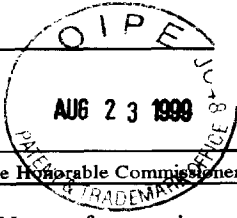


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101129756 TRADEMARKS ONLY 8-23-99

2 SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

1. Name of conveying party:

Cognizant Design Group, Inc.

- Individual(s)       Association
- General Partnership       Limited Partnership
- Corporation - State: California
- Other \_\_\_\_\_

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

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

Name: Cognizant Design Group, Inc.

Address: 930 Tahoe Boulevard

Bldg. 802, Suite 395

Incline Village, Nevada 89451

- Individual(s) Citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation - State Nevada
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No (Designation 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: August 17, 1999

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

A. Trademark Application No. 75/187,579

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Sheldon R. Meyer, Esq.

Address: Fliesler, Dubb, Meyer & Lovejoy LLP

Four Embarcadero Center, Suite 400

San Francisco, CA 94111

Telephone: (415) 362-3800

6. Total Number of applications and registrations involved: 1

(\$40 first mark per document; \$25 second and subsequent marks in same document.)

7. Total fee (37 CFR 3.41).....\$ 40.00

Check Enclosed

8.  Authorized to charge any additional fees or credit any overpayment to Deposit Account No. 06-1325. (A duplicate copy of this authorization is not enclosed.)

DO NOT USE THIS SPACE

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.

Sarah Barone Schwartz

Attorney or Agent

Reg. No. 40,284

Signature

August 17, 1999

Date

10. Total number of pages comprising cover sheet: 2

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EXHIBIT A

**ASSIGNMENT OF TRADEMARK**

WHEREAS, **Cognizant Design Group, Inc.**, a California corporation with an address at P.O. Box 1068, Danville, California 94526 ("Assignor") is the owner the mark COGNIZANT and of U.S. Application Serial Number 75-187,579 therefor (the "Trademark") and

WHEREAS, **Cognizant Design Group, Inc.**, a Nevada corporation with an address at 930 Tahoe Blvd., Bldg 802, Suite 395, Incline Village, Nevada 89451 ("Assignee") is desirous of acquiring all of Assignor's right, title and interest in the United States and throughout the world in, and to the Trademark and the pending application therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, all of Assignor's rights, title and interest, whether statutory or at common law, in and to the Trademark, together with the goodwill of the business symbolized by it, and all registrations and pending applications therefor, in the United States of America, its territories and possessions, and throughout the world including any and all state and foreign applications and registrations, together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain all monetary and other proceeds relating to those causes of action.

**Cognizant Design Group, Inc.**

By: Thomas M. Turck  
Name: Thomas M. Turck  
Title: President

Dated: As of 8/17/99