

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):  
Flamenco Networks, Inc.

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

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

2. Name and address of receiving party(ies)  
Name: Digital Evolution, Inc.  
Internal  
Address: \_\_\_\_\_  
Street Address: 604 Arizona Ave., First Floor  
City: Santa Monica State: CA Zip: 90401

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 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: 8/31/04

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

A. Trademark Application No.(s) \_\_\_\_\_  
 \_\_\_\_\_

B. Trademark Registration No.(s) 2,597,183;  
 2,606,787; 2,765,115; 2,743,916

Additional number(s) attached  Yes  No

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

Name: Francie R. Gorowitz, Esq.  
 Internal Address: O'MELVENY & MYERS LLP  
 \_\_\_\_\_  
 Street Address: 400 South Hope Street  
 \_\_\_\_\_  
 City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: ..... **4**

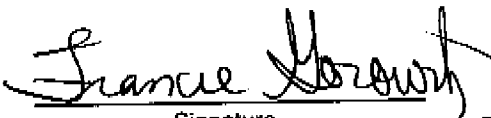
7. Total fee (37 CFR 3.41).....\$ 115.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
 50-0639

DO NOT USE THIS SPACE

9. Signature.

Francie R. Gorowitz, Esq.  November 15, 2004  
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4**

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, D.C. 20231

CH \$115.00 600639 2697183

**ASSIGNMENT OF TRADEMARKS**

**THIS ASSIGNMENT OF TRADEMARKS** (this "Assignment") is made as of August 31, 2004.

**WHEREAS**, Flamenco Networks, Inc. a Delaware corporation, located and doing business at 400 NorthWinds Center West, 11605 Haynes Bridge Road, Suite 600, Alpharetta, GA 30004 ("Assignor"), is the owner of the trademarks and service marks listed on Exhibit A attached hereto and incorporated herein (the "Trademarks"), and the United States registrations and applications therefor; and

**WHEREAS**, Digital Evolution, Inc., a Delaware corporation, located and doing business at 604 Arizona Ave., First Floor, Santa Monica, CA 90401 ("Assignee"), desires to acquire all of the rights, title and interest of Assignor in, to and under the Trademarks, together with the goodwill and the portion of the business associated with the Trademarks.

**NOW, THEREFORE**, in consideration of good and valuable consideration from Assignee to Assignor, the sufficiency and receipt of which is hereby acknowledged, Assignor agrees, intending to be legally bound, as follows:

1. Assignor confirms the transfer and hereby transfers and assigns to Assignee, the entire right, title and interest in and to the Trademarks, together with the goodwill and the portion of the business associated with the Trademarks and all trademark registrations and applications therefor.
2. Assignor does also hereby sell, assign, transfer and set over unto Assignee, its successors, legal representatives, and assigns, all claims for damages by reason of past infringement of the Trademarks, the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.
3. Assignor hereby assigns all rights, title and interest to the marks listed in Exhibit A in all jurisdictions and further agrees to execute such additional documents as may be required in such jurisdictions to effectuate the assignment of applications and registrations therein for the marks and to record the same.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the parties have executed this instrument on the day and year first written above.

ASSIGNOR:

FLAMENCO NETWORKS, INC.

By:

Name: John Hanger

Title: Chief Executive Officer

**EXHIBIT A**  
**TRADEMARKS**

<b>Country</b>	<b>Docket #</b>	<b>Application #</b>	<b>Filing Date</b>	<b>Title</b>
USA	10443-31592	76/142,871	10/5/2000	TM: The Fabric of Electronic Commerce
USA	10443-31591	76/140,083	10/3/2000	TM: Flamenco Mark
Europe*	4445-34095	2.159.176	4/2/2001	ZAGVAN Flamenco
Canada	TM 28215	1097930	3/29/2001	TM applied for: Flamenco Mark
USA	10443/38331	76/307,785	8/31/2001	TM: Flamenco Networks (& Design)
USA	10433-35332	76/307,784	8/31/2001	TM: Design Only

\* Designated States:

Austria, Belgium, Cyprus, Czech Republic, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Monaco, Netherlands, Portugal, Spain, Sweden, Switzerland/Liechtenstein, Turkey, United Kingdom