

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	03/04/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EPICREALM OPERATING INC.		04/08/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	EPICREALM LICENSING LLC
Street Address:	100 CRESCENT COURT
Internal Address:	SUITE 700
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	Limited Liability Company: TEXAS

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2340351	USE WHAT YOU'VE GOT
Registration Number:	2605460	EPICREALM
Registration Number:	2669632	EPICREALM

CORRESPONDENCE DATA

Fax Number: (214)661-4691
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 214.953.6691
 Email: b.k.drinkwater@bakerbotts.com
 Correspondent Name: Vaker Botts L.L.P.
 Address Line 1: 2001 Ross Avenue
 Address Line 2: Suite 600
 Address Line 4: Dallas, TEXAS 75201

NAME OF SUBMITTER:	B. K. Drinkwater
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TRADEMARK

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Signature:

/B. K. Drinkwater/

Date:

04/08/2005

Total Attachments: 3

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TRADEMARK ASSIGNMENT

WHEREAS, EPICREALM OPERATING INC., a Delaware corporation, having an address of 2137 Sword Drive, Garland, Texas 75044 (hereafter "Assignor") is the owner of all right, title and interest in and to the domestic marks set forth on Exhibit A attached hereto (hereafter the "Marks") and the related trademark registrations; and


WHEREAS, EPICREALM LICENSING LLC, a Texas limited liability company, having an address of 100 Crescent Court, Suite 700, Dallas, Texas 75201 (hereafter "Assignee") did acquire all right, title and interest in and to the Marks and in and to the related registrations therefor together with the goodwill of the business symbolized by the marks throughout the world as the result of an Asset Purchase and Intellectual Property Assignment Agreement effective March 4, 2005.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign and set over *nunc pro tunc* to Assignee, its successors, assigns and legal representatives, the entire right, title and interest in and to the Marks and the related registrations and applications therefor, together with the goodwill of the business symbolized by the Marks throughout the world;

Assignor also assigns unto Assignee all claims for damages by reason of infringement prior to the assignment date of the Marks throughout the world, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, Assignor and its duly authorized representative has caused this Trademark Assignment to be executed on the date and in the capacity shown below.

EPICREALM OPERATING INC.

By: 
Bradley A. Carl
Its: Trustee
Date: 8 April 2005

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EXHIBIT A

U.S. Trademark Registrations

Registration No.	Registration Date	Mark
2,340,351	11 April 2000	USE WHAT YOU'VE GOT
2,605,460	6 August 2002	EPICREALM (Stylized)
2,669,632	31 December 2002	EPICREALM

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