

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Britanna, Inc., d/b/a Imagine Solutions

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: Texas
 Other _____

Citizenship (see guidelines) _____
 Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
 Additional names, addresses, or citizenship attached? No

Name: Imagine Solutions, L.P.
 Internal _____
 Address: _____
 Street Address: 1501 LBJ Freeway, Suite 790
 City: Dallas
 State: Texas
 Country: United States Zip: 75234

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship Texas
 Corporation Citizenship _____
 Other _____ Citizenship _____

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)

3. Nature of conveyance)/Execution Date(s) :
 Execution Date(s) March 7, 2005

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.
 A. Trademark Application No.(s) 78/597.401
 B. Trademark Registration No.(s) _____
 Additional sheet(s) attached? Yes No


C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:
 Name: David W. Carstens
 Internal Address: Carstens & Cahoon, LLP
PO Box 802334
 Street Address: _____
 City: Dallas
 State: Texas Zip: 75380
 Phone Number: (972) 367-2001
 Fax Number: (972) 367-2002
 Email Address: carstens@cclaw.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:
 a. Credit Card Last 4 Numbers _____
 Expiration Date _____
 b. Deposit Account Number 50-0392
 Authorized User Name David W. Carstens

9. Signature:  April 13, 2005
 Signature Date
David W. Carstens Total number of pages including cover sheet, attachments, and document: 3
 Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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TRADEMARK
REEL: 003091 FRAME: 0715

CH \$40.00 500392 76697401

Docket No. AIMAG.0103
Serial No. 76/597,401

Trademark

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Britanna, Inc. d/b/a Imagine Solutions
Serial No.: 76/597,401
Mark: IMAGINE SOLUTIONS
Filing Date: June 16, 2004
Attorney Docket No.: AIMAG.0103

TRADEMARK ASSIGNMENT

This Trademark Assignment is made the 7th day of March, 2005, by Britanna, Inc. d/b/a Imagine Solutions, a Texas corporation, ("Assignor") and Imagine Solutions, L.P., a Texas limited partnership, ("Assignee").

WHEREAS, Assignor has used and is the owner of the trademark "IMAGINE SOLUTIONS," together with common law rights therein (hereinafter, the "Trademark"); and

WHEREAS, the Trademark is the subject of U.S Serial No.76/597,401; and

WHEREAS, Assignor has agreed to assign to Assignee all rights of Assignor in the Trademark, including all property, right, title and interest in and to the Trademark, and the goodwill associated therewith;

NOW THIS DEED WITNESSETH AS FOLLOWS:

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and conveys to Assignee all Assignor's rights in the Trademark, including all property, right, title, and interest in and to the Trademark, and the registrations and applications for registration described herein, the common law rights therein, the goodwill associated with the business in which the Trademark is used, and the right to recover for past infringements thereof; and to collect any royalty thereof; to hold the same unto Assignee absolutely.

Docket No. AIMAG.0103
Serial No. 76/597,401

Trademark

IN WITNESS WHEREOF, Assignor has executed this Assignment on the date and year first written above.

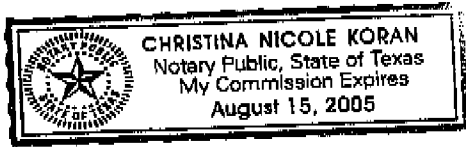
BRITANNA, INC.
d/b/a Imagine Solutions

By: Rick W. Smith
Rick Smith
President

STATE OF TEXAS

BEFORE ME, on this day, personally appeared Rick Smith in his capacity as President of Britanna, Inc. d/b/a Imagine Solutions, and known by me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same for the purposes and consideration therein expressed.

Subscribed to and sworn to before me this 7 day of March 2005.



Christina Nicole Koran
Notary Public in and for the
State of Texas

Printed Name: Christina Nicole Koran
My Commission Expires: 8-15-2005