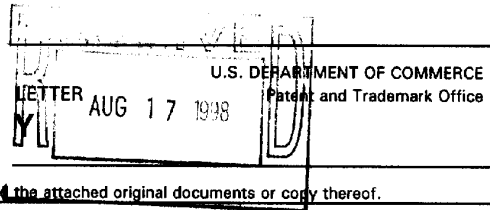


08-27-1998



100804606



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

MRD 8-21-98 DMW

1. Name of conveying party(ies):

Explore Technologies, Inc.

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

KKE/Explore Acquisition Corp.
1250 45th Street, Suite 150
Emeryville, California 94608

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Additional name(s) & address(es) attached? Yes No

Execution Date July 22, 1998

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)		B. Patent No.(s)	
08/754,310	Filed: November 21, 1996	5,686,705	Issued November 11, 1997
PCT/US97/01717	Filed: February 11, 1997		
PCT/US97/20495	Filed: November 11, 1997		

Additional numbers attached? Yes No

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

BERNARD R. GANS, ESQ.
JEFFER, MANGELS, BUTLER & MARMARO LLP
TENTH FLOOR
2121 AVENUE OF THE STARS
LOS ANGELES, CALIFORNIA 90067

6. Total number of applications and patents involved: [4]

7. Total fee (37 CFR 3.41).....\$ 160.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 10-0440

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

BERNARD R. GANS

Bernard R. Gans

9/10/98

Total number of pages including cover sheet, attachments, and document: [8]

OMB No. 0651-0011 (exp. 4/94)

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01 FC:501 160.00 DP

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**ASSIGNMENT
(Intellectual Property)**

ASSIGNOR: Explore Technologies, Inc.
(Delaware Corporation)
2880 Lakeside Drive, Suite 112
Santa clara, California 95054

ASSIGNEE: KKE/Explore Acquisition Corp.
(Delaware Corporation)
1250 45th Street, Suite 150
Emeryville, California 94608

ASSIGNED SUBJECT MATTER

All intellectual property in which ASSIGNOR has any right, title, or interest, including but not limited to all "Patents" (hereinafter defined), all "Marks" (hereinafter defined), all "Copyrights" (hereinafter defined), all "Confidential Information" (hereinafter defined), and all "Related Rights" (hereinafter defined).

I. "Patents" is defined to include all concepts, ideas, designs, inventions (whether patentable or not), techniques, all U.S. and foreign patent applications, and all U.S. and foreign patents, including but not limited to the items listed in Schedule A.

II. "Marks" is defined to include all words, names, logos, symbols, trade names, source indicating indicia, trade dress, trademarks, marks, U.S. and foreign applications to register marks, and U.S. and foreign registrations, including but not limited to the items in Schedule B.

III. "Copyrights" is defined to include all copyrights, U.S. and foreign, whether registered or not, including but not limited to the copyrights in ASSIGNOR's business documents and files, customer documents and files, product designs and packaging, advertising, promotional material, and products (whether developed or in development), including but not limited to the items in Schedule C.

IV. "Confidential Information" is defined to include, but not limited to, confidential information, financial information, member lists and information, marketing information, financial

and technical trade secrets, techniques, processes, and know-how, including but not limited to the items in Schedule D.

V. Related Rights

A. All goodwill of the business symbolized by the Marks:

B. All rights and causes of action to enforce the rights associated with each item of ASSIGNED SUBJECT MATTER in all countries, including all rights to claim and recover damages and compensation for past or continuing infringements of or violation of rights to any item of ASSIGNED SUBJECT MATTER in all relevant jurisdictions.

NOW, THEREFORE, as part of the transfer of all business to which the ASSIGNED SUBJECT MATTER is related, and for good and valuable consideration, the receipt of which from ASSIGNEE is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over to ASSIGNEE, its successors and assigns, the entire right, title and interest in and to each and every item of said ASSIGNED SUBJECT MATTER.

ASSIGNOR hereby covenants that ASSIGNOR has full right to convey the entire interest herein assigned and that ASSIGNOR has not executed and will not execute any agreement in conflict herewith.

ASSIGNOR hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States to issue the ASSIGNED SUBJECT MATTER to the ASSIGNEE, its successors and assigns, in accordance with the terms of this instrument.

ASSIGNOR further agrees that it will communicate to ASSIGNEE any facts known to ASSIGNOR respecting the ASSIGNED SUBJECT MATTER, and testify in any legal proceeding, sign all lawful papers, make all rightful oaths and declarations, and generally do everything reasonably possible to aid ASSIGNEE to perfect title to, and obtain and enforce in all countries the properties and rights which comprise the ASSIGNED SUBJECT MATTER.

Accepted as of July 22, 1998 .

ASSIGNEE: KKE/Explore Acquisition Corp.

By: 

Name: Stanley E. Macon

Title: Secretary

STATE OF CALIFORNIA)
) SS.
COUNTY OF Los Angeles)

On July 23, 1998, before me Lailee Foroutan Notary Public, personally appeared Stanley E. maron, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.



Lailee Foroutan
Notary Public
COMMISSION EXPIRES

IN TESTIMONY WHEREOF, ASSIGNOR has executed this Assignment as of July 16, 98.

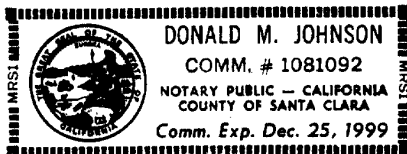
ASSIGNOR: Explore Technologies, Inc.

By: David A. Brewer
Name: DAVID A. BREWER
Title: President & CEO

STATE OF CALIFORNIA)
) SS.
COUNTY OF SANTA CLARA)

On JULY 16, 1998, before me DONALD M JOHNSON Notary Public, personally appeared DAVID R. BREWER, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

[Notarial Seal]



Donald M. Johnson
Notary Public
COMMISSION EXPIRES 12-25-99

SCHEDULE A
("Patents")

U.S. Pat. No. 5,686,705 (issued November 11, 1997)
U.S. Pat. Appl. Ser. No. 08/754,310 (filed November 21, 1996)
PCT International Appl. No. PCT/US97/01717 (filed February 11, 1997)
PCT International Appl. No. PCT/US97/20495 (filed November 11, 1997)

SCHEDULE B
("Marks")

The tradename Explore Technologies, Inc.

The mark NEARTOUCH and U.S. application Ser. Nos. 74/728,314, and 75,976,889

The marks:

ODYSSEY
THE WORLD'S FIRST ATLASPHERE
METROPOLIS
GEOZONE
GEOMANIA
UPS AND DOWNS
LETTER PERFECT
GLOBAL STUMPER
EUREKA
SOLOTREK

SCHEDULE C
("Copyrights")

No specific items are being listed or identified.

SCHEDULE D
("Confidential Information")

No specific items are being listed or identified.