

08-24-2006

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



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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)

Rearden, Inc.

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

3. Nature of conveyance/Execution Date(s):

Execution Date(s) 6/30/2006

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Joint Research Agreement
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☐ Other _____

2. Name and address of receiving party(ies)

Name: Rearden LLC

Internal Address: _____

Street Address: 355 Bryant Street, Suite 110

City: San Francisco

State: California

Country: USA Zip: 94107

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

4. Application or patent number(s):

☐ This document is being filed together with a new application.

A. Patent Application No.(s)

10/315,694; 10/315,624; 10/315,788; 10/315,460; 10/353,707;
10/395,749; 10/367,197; 10/608,594; 10/618,931; 10/889,326;
10/367,178; 10/619,919; 10/407,445; 10/435,005.

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

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

Name: Burgess & Bereznak, LLP

Internal Address: _____

Street Address: 800 W. El Camino Real, Suite 180

City: Mountain View

State: California Zip: 94040

Phone Number: 650-903-2264

Fax Number: 650-903-2280

Email Address: _____

6. Total number of applications and patents involved: 14

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 560.00

- ☐ Authorized to be charged by credit card
☒ Authorized to be charged to deposit account
☐ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 502060

Authorized User Name Bradley J. Bereznak

9. Signature:

08/23/2006 DBYRME 00000005 502060 10315694

Signature

8/18/06

Date

01 FC:802

560.00 DA

Bradley J. Bereznak

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

10

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

**BILL OF SALE AND ASSIGNMENT OF
ASSETS OF REARDEN, INC.**

Rearden, Inc., a California corporation ("*Transferor*") owns all of the assets listed or described on Exhibit A hereto (the "*Transferred Assets*").

FOR GOOD AND VALUABLE CONSIDERATION, the Transferor hereby wishes to transfer to Stephen G. Perlman Revocable Trust UDT dated August 7, 1997 ("*Transferee*") the Transferred Assets in their entirety as of June 30, 2006.

Transferor, for itself and its successors and assigns, covenants that, at any time and from time to time after the date hereof, it will, at the request and expense of Transferee, execute and deliver all such further assignments, instruments of transfer, bills of sale, or conveyances as may be reasonably necessary or which may be reasonably requested by Transferee in order to fully vest in Transferee all right, title and interest of Transferor in and to the Transferred Assets and otherwise to carry out the purpose and intent of this Bill of Sale and Assignment.

All other assets of Transferor of any kind and nature whatsoever are specifically excluded herefrom.

This Bill of Sale and Assignment is intended only to effect the transfer of the assets contemplated to be transferred, shall be governed entirely in accordance with the terms and conditions thereof and shall not constitute an assignment or any agreement to transfer or assign any of the Transferred Assets which by their terms or under applicable law cannot be assigned or transferred.

EXECUTED as of June 30, 2006.

REARDEN, INC.

By: 
Stephen G. Perlman, President

ACKNOWLEDGED:

STEPHEN G. PERLMAN REVOCABLE TRUST
UDT dated August 7, 1997

By: 
Stephen G. Perlman, Trustee

Exhibit A

Transferred Assets

Rearden Companies List of Net Assets - Patents

Docket No.	Country	Code	Patent #	Issue Date	Publication Number	Serial No.	Filing Date	Title	Assignee	Parent Application	Current Status Summary	Detailed Status	Foreign Filing Deadline
08258.P001	USA	Appn.				10315,694	12/10/02	Antenna Assembly for Satellite and Wireless Services - Utility	Rearden, Inc.		Rejected (examined and received final rejection notice)	Application filed 12/10/02, Final Office Action mailed 05/18/06	
08258.P002	USA	Appn.				10315,624	12/10/02	Wireless Network Providing Distributed Video/Data Services - Utility	Rearden, Inc.		Rejected (examined and received final rejection notice)	Application filed 12/10/02, Final Office Action mailed 3/10/06	
08258.P003	USA	Appn.				10315,788	12/10/02	Mass Storage Repository for Wireless Network - Utility	Rearden, Inc.		Rejected (examined and received final rejection notice)	Application filed 12/10/02, Final Office Action mailed 05/18/06	
08258.P004	USA	Appn.				10315,460	12/10/02	Apparatus and Method for Wireless Video Gaming - Utility	Rearden, Inc.			Application filed 12/10/02, Foreign filing license granted 3/28/03, Response to Notice of Missing Parts filed 4/02/03, Assignment filed 5/21/04, Application published 6/10/04	
08258.P005	USA	Appn.				10353,707	01/29/03	Apparatus and Method for Reflective Display of Images on a Card - Utility	Rearden, Inc.		Pending (not yet examined)	Application filed 01/29/03, Assignment filed 5/21/04, Final Office Action mailed 05/18/06, Notice of Appeal filed 5/30/06	
08258.P006X	USA	Appn.				10395,749	03/24/03	Wireless Network with Presentation and Media Layers for Broadcast Satellite and Cable Services - Utility	Rearden, Inc.	CIP of 624	Rejected (examined and received final rejection notice)	Application filed 03/24/03, Application published 6/10/04, Final Office Action mailed 04/21/06	
08258.P007	USA	Appn.				10367,197	02/14/03	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.		Rejected (examined and received final rejection notice)	Application filed 02/14/03, Foreign filing license granted 4/25/03, Response to Notice of Missing Parts filed 5/12/03, Assignment filed 5/21/04	
08258.P007C	USA	Appn.				10608,594	06/27/03	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.	Cont'n of '197	Pending (not yet examined)	Application filed 06/27/03, Foreign filing license granted 9/22/03, Assignment filed 5/21/04	
08258.P007C2	USA	Appn.				10618,931	07/14/03	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.	Cont'n of '197	Pending (not yet examined)	Application filed 07/14/03, Assignment filed 5/21/04, Application published 8/11/05	
08258.P007C3	USA	Appn.				unassigned	07/12/04	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.	Cont'n of '197	Pending (not yet examined)	Application filed 07/12/04, Application published 12/09/04	
08258.P007CAN	Canada	Appn.				2447453	10/30/03	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.		Pending (not yet examined)	Application filed 10/30/03, Maintenance tax paid 7/23/05	
08258.P007EP	Europe	Appn.				04250149.4	01/14/04	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.		Pending (not yet examined)	Application filed 01/14/04, Application published 8/14/04	
08258.P007JP	Japan	Appn.				2004-34573	01/14/04	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.		Pending (not yet examined)	Application filed 01/14/04, Request for examination filed 03/20/04	
08258.P008	USA	Appn.				10367,178	02/14/03	Method of Operation for a Three-Dimensional, Wireless Network - Utility	Rearden, Inc.		Pending (not yet examined)	Application filed 02/14/03, Foreign filing license granted 4/28/03, Assignment filed 5/21/04	
08258.P008C	USA	Appn.				10618,919	07/15/03	Method of Operation for a Three-Dimensional, Wireless Network - Utility	Rearden, Inc.	Cont'n of '178	Pending (not yet examined)	Application filed 02/14/03, Foreign filing license granted 4/28/03, Assignment filed 5/21/04, Application published 08/11/05	
08258.P008X	USA	Appn.				10407,445	04/04/03	Single Transceiver Architecture for a Wireless Network - Utility	Rearden, Inc.	CIP of '197	Pending (not yet examined)	Application filed 04/04/03, Foreign filing license granted 6/20/03, Response to Notice of Missing Parts filed 7/02/03, Assignment filed 5/21/04	

**Written Consent of the
Sole Director of
Rearden, Inc.**

The undersigned, being the sole member of the board of directors (the "**Board**") of Rearden, Inc., a California corporation (the "**Company**"), pursuant to authority to act without a meeting in accordance with Section 307(b) of the General Corporation Law of California and Section 6.8 of the Bylaws of the Company, does hereby adopt, and consent to the adoption of, the following resolutions effective for all purposes as of June 30, 2006:

CONTRIBUTION OF DEBT TO CAPITAL

Whereas, the Company is indebted to Stephen G. Perlman Revocable Trust UDT dated August 7, 1997 (the "**Trust**") pursuant to promissory notes in the aggregate principal amount of \$14,196,000 and the Trust has decided to contribute such indebtedness as a capital contribution to the Company and to cancel this outstanding indebtedness of the Company to the Trust.

Now, therefore, be it Resolved: That the Board authorizes the Company to accept the contribution of the principal amount and all accrued and unpaid interest under each of the promissory notes listed in the following table (collectively the "**Notes**") as a capital contribution to the Company in accordance with Section 118 of the Internal Revenue Code of 1986, as amended:

<u>Date of Note</u>	<u>Amount</u>
December 31, 1999	\$1,147,000
December 31, 2000	\$2,332,000
December 31, 2002	\$ 992,000
December 31, 2003	\$1,597,000
December 31, 2004	\$2,884,000
December 31, 2005	\$3,168,000
June 30, 2006	\$2,076,000

Resolved Further: That effective upon the contribution of the Notes to the Company by the Trust, the Company hereby cancels all of the Notes and all indebtedness represented by the Notes.

**REORGANIZATION OF CORPORATE GROUP
AND DISTRIBUTION OF ASSETS**

Whereas, the Company owns 100 percent of the outstanding equity interests of Rearden Entertainment, Inc., a California corporation; Rearden Productions, Inc. a California corporation; Onlive, Inc., a California corporation; MOVA LLC, a California limited liability company; and Women of Action Media LLC, a California limited liability company, as well as other assets, and

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Whereas, the Company and the Trust as its sole shareholder have decided to reorganize and restructure the entities forming part of the Company's corporate group, and in connection therewith, have decided to transfer all of the assets listed or described in the Bill of Sale attached hereto as Exhibit A from the Company to the Trust, after which the Trust will retain ownership of 100% of the outstanding stock of Onlive, Inc. and will transfer all of the other ownership interests and assets listed on Exhibit B to Rearden LLC, and

Whereas, the Board has reviewed the balance sheet of the Company as of the date of this Written Consent and the pro forma balance sheet of the Company, as prepared by management after giving effect to the contribution of the Notes to the capital of the Company and the distribution of assets to the Trust as described in this Written Consent, and has determined for purposes of Section 500 of the California Corporations Code that immediately following such distribution the assets of the Company would be at least equal to 1 ¼ times its liabilities (within the meaning of Section 500(b)(1) thereof) and the current assets of the Company would be at least equal to 1 ¼ times its current liabilities (within the meaning of Section 500(b)(2) thereof).


Now, Therefore, be it Resolved: That the Company is authorized and directed to distribute to the Trust all of the assets attached in Exhibit A; and

Resolved Further: That the officer of the Company is authorized and directed to take all actions that are necessary to carry out the purpose and intent of this resolution, including the execution, acknowledgement, and filing of any documents, certificates, writings, or recording of book entries that may be required to carry out this resolution.

GRANT OF OMNIBUS POWERS TO OFFICER

Resolved: That the officer of the Company is authorized and directed, in the name of and on behalf of the Company, or otherwise, to execute all such instruments, documents and certificates and to take all such further and other actions in connection with the resolutions hereinabove adopted as he may deem necessary, advisable or proper to carry out the intent and accomplish the purposes of these resolutions and all actions heretofore taken by such officer of the Company in connection with the resolutions hereinabove adopted are ratified and affirmed.

IN WITNESS WHEREOF, the undersigned Board of the Company has executed this Written Consent to be effective as of the date first set forth above.



Stephen G. Perlman, Sole Director

Exhibit A

List of Assets distributed from Rearden, Inc. to the Trust

Rearden Companies List of Net Assets - Patents

Docket No.	Country	Code	Patent #	Publication Number	Serial No.	Filed Date	Title	Applicant	Parent	Current Status Summary	Detailed Status	Foreign Filing Deadline	Foreign Filing Date
08258-P001	USA	Appn.	Issue Date	10/31/84	10/31/84	12/10/02	Antenna Assembly for Satellites and Wireless Services - Utility	Rearden, Inc.		Rejected (examined and received final rejection notice)	Application filed 12/10/02, Final Office Action mailed 06/18/08		
08258-P002	USA	Appn.	10/31/84	12/10/02	10/31/84	12/10/02	Wireless Network Providing Distributed Video/Data Services - Utility	Rearden, Inc.		Rejected (examined and received final rejection notice)	Application filed 12/10/02, Final Office Action mailed 07/10/06		
08258-P003	USA	Appn.	10/31/84	12/10/02	10/31/84	12/10/02	Mass Storage Repository for Wireless Network - Utility	Rearden, Inc.		Rejected (examined and received final rejection notice)	Application filed 12/10/02, Final Office Action mailed 06/18/08		
08258-P004	USA	Appn.	10/31/84	12/10/02	10/31/84	12/10/02	Apparatus and Method for Wireless Video Gaming - Utility	Rearden, Inc.		Pending (not yet examined)	Application filed 12/10/02, Foreign filing license granted 3/28/03		
08258-P005	USA	Appn.	10/35/87	01/29/03	10/35/87	01/29/03	Apparatus and Method for Selective Display of Images on a Card - Utility	Rearden, Inc.	CIP of 824	Rejected (examined and received final rejection notice)	Application filed 01/29/03, Assignment filed 6/27/04, Final Office Action mailed 05/16/08		
08258-P006X	USA	Appn.	10/35/87	03/24/03	10/35/87	03/24/03	Wireless Network with Presentation and Media Layers for Broadcast Satellite and Cable Services - Utility	Rearden, Inc.	CIP of 824	Rejected (examined and received final rejection notice)	Application filed 03/24/03, Application published 8/10/04		
08258-P007	USA	Appn.	10/35/87	02/14/03	10/35/87	02/14/03	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.		Rejected (examined and received final rejection notice)	Application filed 02/14/03, Foreign filing license granted 4/25/03		
08258-P007C	USA	Appn.	10/35/87	08/27/03	10/35/87	08/27/03	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.	Cont'n of 187	Pending (not yet examined)	Application filed 08/27/03, Foreign filing license granted 8/22/03		
08258-P007C2	USA	Appn.	10/35/87	07/14/03	10/35/87	07/14/03	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.	Cont'n of 187	Pending (not yet examined)	Application filed 07/14/03, Assignment filed 6/27/04, Application published 8/11/05		
08258-P007C3	USA	Appn.	unassigned	07/12/04	unassigned	07/12/04	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.	Cont'n of 187	Pending (not yet examined)	Application filed 07/12/04, Application published 12/09/04		
08258-P007CAN	Canada	Appn.	2447453	10/30/03	2447453	10/30/03	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.		Pending (not yet examined)	Application filed 10/30/03, Maintenance fee paid 7/23/05		
08258-P007EP	Europe	Appn.	04250149.4	01/14/04	04250149.4	01/14/04	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.		Pending (not yet examined)	Application filed 01/14/04, Application published 8/14/04		
08258-P007JP	Japan	Appn.	2004-34573	01/14/04	2004-34573	01/14/04	Self-Configuring, Adaptive, Three-Dimensional, Wireless Network - Utility	Rearden, Inc.		Pending (not yet examined)	Application filed 01/14/04, Request for examination filed 03/23/04		
08258-P008	USA	Appn.	10/35/87	02/14/03	10/35/87	02/14/03	Method of Operation for a Three-Dimensional, Wireless Network - Utility	Rearden, Inc.		Pending (not yet examined)	Application filed 02/14/03, Foreign filing license granted 4/29/03		
08258-P008C	USA	Appn.	10/35/87	07/15/03	10/35/87	07/15/03	Method of Operation for a Three-Dimensional, Wireless Network - Utility	Rearden, Inc.	Cont'n of 178	Pending (not yet examined)	Assignment filed 6/27/04, Application filed 02/14/03, Foreign filing license granted 4/28/03		
08258-P008X	USA	Appn.	10/407445	04/04/03	10/407445	04/04/03	Single Transceiver Architecture for a Wireless Network - Utility	Rearden, Inc.	CIP of 187	Pending (not yet examined)	Application filed 04/04/03, Foreign filing license granted 6/20/03		

A0619457

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

OCT 27 2004

**CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
REARDEN STUDIOS, INC.**

KEVIN SHELLEY, Secretary of State

The undersigned certify that:

1. They are the President and the Secretary, respectively, of Rearden Studios, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation shall be amended to read as herein set forth in full:

"The name of this corporation is Rearden, Inc."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors of this corporation.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock of this corporation entitled to vote with respect to the foregoing amendments is 100,000 shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge. Executed this 27th day of October, 2004.

By: 

Stephen G. Perlman,
President and Secretary



PA/52144729.1

A0619457



State of California

SECRETARY OF STATE



I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV - 3 2004



Kevin Shelley
Secretary of State