

08-29-2007

OFFICE OF PATENT RECORDATION

AUG 27 PM 4:35

Documents or the new address(es) below.

FINANCE SECTION

8/27/07 R



103440561

To the Director of the U.S. Patent and Trademark Office

1. Name of conveying party(ies)

Rearden LLC

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

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

Execution Date(s) 7/02/2007

- ☒ 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: OnLive, Inc. (a California corporation)

Internal Address: _____

Street Address: 849 High Street

City: Palo Alto

State: California

Country: USA Zip: 94301

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; 10/395,749;
10/367,197; 10/608,594; 10/618,931; 10/367,178;
10/619,919; 10/407,445; 10/435,005; 11/800,543.

B. Patent No.(s)

7,215,660

Additional numbers attached? ☐ Yes ☒ No

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

Name: The Law Offices of Bradley J. Bereznak

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:

Signature

8/20/07

Date

DBYRNE 00000049 10315694

560.00 (Bradley J. Bereznak)

Name of Person Signing

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

18

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 BY REARDEN LLC**

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

FOR 27,500,000 SHARES OF THE TRANSFeree'S (AS HEREINAFTER DEFINED) SERIES A PREFERRED STOCK AND FOR OTHER GOOD AND VALUABLE CONSIDERATION, the Transferor now wishes to contribute the Transferred Assets in their entirety to OnLive, Inc., a California corporation ("**Transferee**").

The 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 or its counsel in order to fully vest in Transferee all right, title and interest of the 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 the Transferor of any kind and nature whatsoever are specifically excluded herefrom.

Notwithstanding any other provision of this Bill of Sale and Assignment to the contrary, this Bill of Sale and Assignment shall not be construed as creating warranties in addition to those set forth in other agreements or as superseding, modifying, replacing, amending, changing, rescinding, waiving, exceeding, expanding, releasing or in any way affecting any of the provisions of other agreements or any of the rights, duties or obligations of Transferee or the Transferor.

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.

[Signature page to follow]

REARDEN LLC

By: 

Name: Stephen G. Perlman

Title: CEO, President and Secretary

ACKNOWLEDGED:

ONLIVE, INC.

By: 

Name: Stephen G. Perlman

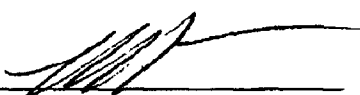
Title: CEO, President and Secretary

Exhibit A

Transferred Assets

Exhibit A
List of Assets
Company List

100% of the member interest in Mova, LLC, a California limited liability company.

Acknowledged: 

Tom Paquin, VP Engineering
OnLive, Inc.

Exhibit A
List of Assets
Fixed Assets

Acct	Orig Purch Date	Description	Asset Tag#	S/N
Computer Software	4/15/02	SW, Maya for PC	SW	178369001/B
Computer Software	4/15/02	SW, Maya Unlimited for PC	SW	178369001/A
Computer Software	5/23/02	SW, Maya for PC	SW	
Computer Software	3/1/03	SW, Syflex cloth simulation	SW	
Computer Software	1/26/04	SW, Kaydara Motionbuilder 5 (Win 2000/XP)	SW	
Computer Software	1/28/04	SW, Vicon IQ Edit SW	SW	
Computer Software	3/24/04	SW, Kaydara Motionbuilder Pro Edition	SW	
Computer Software	11/19/2004	SW, Diva License	SW	
Computer Software	12/6/05	SW, Digital River	SW	717014323467
Computer Software	5/16/06	SW, Apple Final Cut Pro	SW	SW
Computer Software	5/25/2007	Microsoft Windows server 2003 software	SW	
Cost-Comp. Eqpt.	4/30/03	Monitor, 23" Sony flat panel		5707160
Cost-Comp. Eqpt.	9/22/03	Nvidia FX3000 card		
Cost-Comp. Eqpt.	11/17/03	Monitor, Sony LCD	10043	5705344
Cost-Comp. Eqpt.	2/4/04	Apple PBG4 15"1.25ghz Superdrive		V7340B34NRZ
Cost-Comp. Eqpt.	3/24/04	Monitor, Sony Infinity LCD 23" flat panel display	10165	5711975
Cost-Comp. Eqpt.	3/24/04	Monitor, Infinity LCD 23" flat panel display(Sony)	20038	5709150
Cost-Comp. Eqpt.	6/7/04	Monitor, 23" Sony flat panel	10063	5711766
Cost-Comp. Eqpt.	7/31/04	Monitor, Infinity LCD 23" flat panel display(Sony)	20040	57119911
Cost-Comp. Eqpt.	8/18/2004	Dell PC	20019	
Cost-Comp. Eqpt.	10/27/04	Computer, Dell	10121	29374893929
Cost-Comp. Eqpt.	1/28/05	Laptop, Sony Vaio S270	10031	ST A2226P47; 17938416; 3000002
Cost-Comp. Eqpt.	1/28/05	Laptop, Sony Vaio S270	10001	ST A2226T4A; 22253350; 3000001
Cost-Comp. Eqpt.	2/4/2005	Sony SDM-P234 LCD monitor	20017	9205506
Cost-Comp. Eqpt.	2/4/2005	Sony SDM-P234 LCD monitor		
Cost-Comp. Eqpt.	4/1/05	Monitor, 3D Switchable 15" XGA LCD -Blac	10132	46000428
Cost-Comp. Eqpt.	6/30/2005	Dell PC for data cleaning	20033	7554T71
Cost-Comp. Eqpt.	6/30/2005	Dell PC for data cleaning	20034	CS54T71
Cost-Comp. Eqpt.	11/5/2005	Dell PC	20035	9522N81
Cost-Comp. Eqpt.	3/15/06	Laptop, MacBook Pro	10192	W86070BQVJ3
Cost-Comp. Eqpt.	3/31/06	Laptop, Apple MacBook Pro 15/256VRAM9	10195	W86124TVVJ3
Cost-Comp. Eqpt.	4/7/06	Computer, Ready NSA NV - ND storage		
Cost-Comp. Eqpt.	4/26/06	Laptop, Apple-MacBook Pro 15/256VRAM9SGP	10197	W8616105VJ
Cost-Comp. Eqpt.	5/16/06	Laptop, Apple MacBook Pro	10303	W86180HNVJ3
Cost-Comp. Eqpt.	6/2/06	Laptop, Apple MacBook Pro	10201	W86180JVVWX
Cost-Comp. Eqpt.	9/1/2006	Sony 23" monitor	20039	9224032
Cost-Comp. Eqpt.	9/30/2006	Apple Mac Pro	10213	G86375X8UPZ
Cost-Comp. Eqpt.	11/15/06	Apple MacPro	10402	G86327QLUPZ
Cost-Comp. Eqpt.	11/30/06	Apple MacBook Pro 17/2.33	10543	W86471U9W0M.

Acknowledged:

Tom Paquin, VP Engineering

Date 3 of 14

PATENT

REEL: 019767 FRAME: 0461

Exhibit A
List of Assets
Fixed Assets

Acct	Orig Purch Date	Description	Asset Tag#	S/N
Cost-Comp. Eqpt.	2/9/2007	Frys: Core 2 Quad PC	10571	Quad01
Cost-Comp. Eqpt.	2/9/2007	Newegg.com: Core 2 Quad CPU for Encoding box	10572	ContourMaster
Cost-Comp. Eqpt.	2/9/2007	eWiz: Xeon Quad Core CPUs	0025	xeon09
Cost-Comp. Eqpt.	2/9/2007	eWiz: Xeon Quad Core CPUs	0055	xeon09
Cost-Comp. Eqpt.	2/9/2007	eWiz: Xeon Quad Core CPUs	0015	xeon08
Cost-Comp. Eqpt.	2/9/2007	eWiz: Xeon Quad Core CPUs	0016	xeon08
Cost-Comp. Eqpt.	2/9/2007	eWiz: Xeon Quad Core CPUs	0027	Xeon11
Cost-Comp. Eqpt.	2/9/2007	eWiz: Xeon Quad Core CPUs	0056	Xeon11
Cost-Comp. Eqpt.	3/5/2007	Intel Xeon Quad-Core	0028	Xeon12
Cost-Comp. Eqpt.	3/5/2007	Intel Xeon Quad-Core	0057	Xeon12
Cost-Comp. Eqpt.	5/3/2007	Sony 23" monitors from IB	10507	5711202
Cost-Comp. Eqpt.	5/3/2007	Sony 23" monitors from IB	10508	5711214
Cost-Comp. Eqpt.	5/3/2007	Sony 23" monitors from IB	10509	5711198
Cost-Comp. Eqpt.	5/3/2007	Sony 23" monitors from IB	10511	9201633
Cost-Comp. Eqpt.		Dell PC 17" LCD 1704 FPT	20036	CN-OY4299-71618-598-CBU7
Cost-Comp. Eqpt.	4/30/2007	Dell-Switch Power Connect 6248, 48 GbE Port Managed Switch, 10GbE &	10506	CN0UT0552829873H0147
Cost-Comp. Eqpt.	4/30/2007	Coraid-Raid Array-3U, 15 disk SATA Disk, EtherDrive RAID Storage Pk	10513	110,700,000,185.00
Cost-Comp. Eqpt.	4/30/2007	NewEgg Firewall, Sonicwall Pro	10505	6B133F8C8
Cost-Comp. Eqpt.	4/30/2007	750GB SATA harddrives for Coraid RAID Array		0006B
Furniture & Fixtures	10/15/2004	Fridge		
Furniture & Fixtures	8/5/2005	Scaffolding	LHI	
LHI Improvements	9/30/2004	LHI, patching & grinding cement	LHI	
LHI Improvements	10/15/2004	LHI, lumber, bldg rntl, soundproofing	LHI	
LHI Improvements	10/15/2004	LHI, sound proofing, floor mats, rekey locks	LHI	
LHI Improvements	3/25/2005	Remodel	LHI	
LHI Improvements	7/1/2005	architecture drawings	LHI	
LHI Improvements	10/13/2005	carpet & installation	LHI	
Other Equipment	10/1/00	2 MoCap suits (M) (L), booties, strap paks	cannot be tagged	
Other Equipment	11/4/02	Camera, 10 M2 VR Cam Vicon 8i-traded for new Vicon cameras 16		Mova
Other Equipment	6/1/03	Treadmill		
Other Equipment	1/28/04	Camera, Credit for old cameras		
Other Equipment	1/28/04	Camera, Vicon M2 Series VR		
Other Equipment	1/28/04	Camera, Vicon M2 Series VR		
Other Equipment	1/28/04	Camera, Vicon M2 Series VR		
Other Equipment	1/28/04	Camera, Vicon M2 Series VR		
Other Equipment	1/28/04	Camera, Vicon M2 Series VR		
Other Equipment	1/28/04	Camera, Vicon M2 Series VR		
Other Equipment	1/28/04	Camera, Vicon M2 Series VR		
Other Equipment	1/28/04	Vicon iQ Edit Software	SW	
Other Equipment	1/28/04	Vicon iQ Edit Software	SW	

Acknowledged:

Tom Paquin, VP Engineering

Exhibit A
List of Assets
Fixed Assets

Acct	Orig Purch Date	Description	Asset Tag#	S/N
Other Equipment	3/11/04	Basler Camera A602fni, Fire-I PRO s/w, usb key	10127	109210025481
Other Equipment	6/15/04	Camera, Basler A602fc, color, c-mount adapter	10133	20402301
Other Equipment	6/15/04	Camera, Basler A602fc, color, c-mount adapter	10128	20402302
Other Equipment	6/15/04	Camera, Basler A602fc, color, c-mount adapter	10125	20305737
Other Equipment	6/15/04	Camera, Basler A602fc, color, c-mount adapter	10126	20400829
Other Equipment	9/20/04	Cameras, Vicon	20001	80442
Other Equipment	9/20/04	MXLINK	20023	MX40604010
Other Equipment	9/20/04	Mxnet-8 cameras go in to summerise signal	20020	MX80804010
Other Equipment	9/20/04	Mxnet-8 cameras go in to summerise signal	20021	MX80704003
Other Equipment	9/20/04	Mxnet-8 cameras go in to summerise signal	20022	MX80604016
Other Equipment	9/20/04	Vicon Motion Systems	20002	80444
Other Equipment	9/20/04	Vicon Motion Systems	20003	80443
Other Equipment	9/20/04	Vicon Motion Systems	20004	80439
Other Equipment	9/20/04	Vicon Motion Systems	20005	80455
Other Equipment	9/20/04	Vicon Motion Systems	20006	80456
Other Equipment	9/20/04	Vicon Motion Systems	20007	80460
Other Equipment	9/20/04	Vicon Motion Systems	20008	80440
Other Equipment	9/20/04	Vicon Motion Systems	20009	80458
Other Equipment	9/20/04	Vicon Motion Systems	20010	80457
Other Equipment	9/20/04	Vicon Motion Systems	20011	80453
Other Equipment	9/20/04	Vicon Motion Systems	20012	80441
Other Equipment	9/20/04	Vicon Motion Systems	20013	80438
Other Equipment	9/20/04	Vicon Motion Systems	20014	80437
Other Equipment	9/20/04	Vicon Motion Systems	20015	80459
Other Equipment	9/20/04	Vicon Motion Systems	20016	80454
Other Equipment	10/6/04	Camera, BaslerArea Scan A601f, (QCAP)	10130	20405294
Other Equipment	12/27/04	Camera, Basler Area Scan (QCAP)	10075	20409355
Other Equipment	3/31/05	Camera, Basler A311f	10073	20412169
Other Equipment	3/31/05	Camera, Basler A311f	10124	20412171
Other Equipment	3/31/05	Camera, Basler A311f	10074	20411118
Other Equipment	3/31/05	Camera, Basler A311f	10076	20409347
Other Equipment	3/31/05	Camera, Basler A311f	10077	20409351
Other Equipment	3/31/05	Camera, Basler A311f	10071	20409348
Other Equipment	8/23/2005	Vicon Camera	20028	MX400805162
Other Equipment	8/24/2005	Vicon Camera	20030	MX400805185
Other Equipment	8/25/2005	Vicon Camera	20030	MX400805180
Other Equipment	8/26/2005	Vicon Camera	20026	MX400805183
Other Equipment	8/27/2005	Vicon Camera	20029	MX400805182
Other Equipment	8/28/2005	Vicon Camera	20025	MX400805181

Acknowledged: _____

Tom Paquin, VP Engineering
Confidential

Exhibit A
List of Assets
Fixed Assets

Acct	Orig Purch Date	Description	Asset Tag#	S/N
Other Equipment	8/29/05	Camera Link Equipment, National Instruments		
Other Equipment	8/29/2005	Vicon Camera	20024	MX400805178
Other Equipment	8/30/2005	Vicon Camera	20027	MX400805179
Other Equipment	10/27/2005	sales tax on Vicon equipment		
Other Equipment	12/12/05	Camera, Basler: 5*A102f	10029	20511060
Other Equipment	12/12/05	Camera, Basler: 5*A102f	10134	20508790
Other Equipment	1/9/2006	Camera, Basler A311f	10078	20512691
Other Equipment	1/9/2006	Camera, Basler A311f	10079	20512700
Other Equipment	1/9/2006	Camera, Basler A311f	10080	20512695
Other Equipment	1/9/2006	Camera, Basler A311f	10081	20512694
Other Equipment	5/19/06	Camera, Basler A311f	10072	20408316
Other Equipment	5/19/06	Camera, Basler A102f	10313	20604171
Other Equipment	5/19/06	Camera, Basler A311f	10075	20409355
Other Equipment	5/19/06	Camera, Basler A102f	10135	20604321
Other Equipment	5/19/06	Camera, Basler A102f	10136	20604846
Other Equipment	5/19/06	Camera, Basler A102f	10137	20605503
Other Equipment	5/19/06	Camera, Basler A102f	10138	20605501
Other Equipment	5/19/06	Camera, Basler A102f	10139	20605502
Other Equipment	5/19/06	Camera, Basler A102f	10140	20604847
Other Equipment	5/19/06	Camera, Basler A102f	10312	20511389
Other Equipment	5/19/06	Camera, Basler A102f	10311	20604320
Other Equipment	7/1/2006	IsoBoxes (Rack Cases)	cannot be tagged	
Other Equipment	10/1/2006	Camera, Basler A102fc (color)	10351	20608624
Other Equipment	10/1/2006	Camera, Basler A102f	10352	20607282
Other Equipment	10/1/2006	Camera, Basler A102f	10353	20607281
Other Equipment	10/1/2006	Camera, Basler A102f	10354	20607280
Other Equipment	10/1/2006	Camera, Basler A102f	10355	20607279
Other Equipment	10/1/2006	Camera, Basler A102f	10356	20607960
Other Equipment	10/1/2006	Camera, Basler A102f	10357	20607278
Other Equipment	10/1/2006	Camera, Basler A102f	10358	20607277
Other Equipment	10/1/2006	Camera, Basler A102f	10359	20607957
Other Equipment	10/1/2006	Camera, Basler A102f	10360	20607956
Other Equipment	10/1/2006	Camera, Basler A102f	10361	20607955
Other Equipment	10/1/2006	Camera, Basler A102f	10362	20607954
Other Equipment	10/1/2006	Camera, Basler A102f	10363	20607953
Other Equipment	10/1/2006	Camera, Basler A102f	10364	20607952
Other Equipment	10/1/2006	Camera, Basler A102f	10365	20607961
Other Equipment	10/1/2006	Camera, Basler A102f	10366	20607272
Other Equipment	10/1/2006	Camera, Basler A102f	10367	20607273

Acknowledged: _____

Tom Paquin, VP Engineering
National Instruments

Exhibit A
List of Assets
Fixed Assets

Acct	Orig Purch Date	Description	Asset Tag#	S/N
Other Equipment	10/1/2006	Camera, Basler A102f	10368	20607271
Other Equipment	10/1/2006	Camera, Basler A102f	10369	20607270
Other Equipment	10/1/2006	Camera, Basler A102f	10370	20607269
Other Equipment	10/1/2006	Camera, Basler A102f	10371	20607268
Other Equipment	10/1/2006	Camera, Basler A102f	10372	20607267
Other Equipment	10/1/2006	Camera, Basler A102f	10373	20608633
Other Equipment	10/1/2006	Camera, Basler A102f	10374	20608632
Other Equipment	10/1/2006	Camera, Basler A102f	10375	20608631
Other Equipment	10/1/2006	Camera, Basler A102f	10376	20608630
Other Equipment	10/1/2006	Camera, Basler A102f	10377	20608629
Other Equipment	10/1/2006	Camera, Basler A102f	10378	20608628
Other Equipment	10/1/2006	Camera, Basler A102f	10379	20608627
Other Equipment	10/1/2006	Camera, Basler A102f	10380	20607958
Other Equipment	10/1/2006	Camera, Basler A102f	10381	20607959
Other Equipment	10/1/2006	Camera, Basler A102f	10382	20607274
Other Equipment	10/1/2006	Camera, Basler A102f	10383	20607275
Other Equipment	10/1/2006	Camera, Basler A102f	10384	20608626
Other Equipment	10/1/2006	Camera, Basler A102f	10385	20608635
Other Equipment	10/1/2006	Camera, Basler A102f	10386	20608634
Other Equipment	10/1/2006	Camera, Basler A102f	10387	20605906
Other Equipment	10/1/2006	Camera, Basler A102fc (color)	10388	20606030
Other Equipment	10/1/2006	Camera, Basler A102fc (color)	10389	20605904
Other Equipment	10/1/2006	Camera, Basler A102f	10390	20606027
Other Equipment	10/1/2006	Camera, Basler A102fc (color)	10391	20605908
Other Equipment	10/1/2006	Camera, Basler A102fc (color)	10392	20605905
Other Equipment	10/1/2006	Camera, Basler A102f	10393	20606024
Other Equipment	10/1/2006	Camera, Basler A102f	10394	20606600
Other Equipment	10/1/2006	Camera, Basler A102fc (color)	10395	20605994
Other Equipment	10/1/2006	Camera, Basler A102f	10396	20606603
Other Equipment	10/1/2006	Camera, Basler A102f	10397	20606029
Other Equipment	10/1/2006	Camera, Basler A102f	10398	20606026
Other Equipment	10/1/2006	Camera, Basler A102fc (color)	None Yet	20605907
Other Equipment	11/15/06	Backup Server	10515	700966
Other Equipment	12/11/2006	Time-code slate	20042	
Other Equipment	5/31/07	Canon HV20 HDV Camcorder		
Other Equipment	6/15/2007	Contour Road Cases	10526	

Acknowledged: _____

Tom Paquin, VP Engineering
Date: 6/14/07

Exhibit A
List of Assets
Trademarks

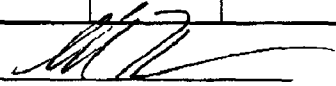
A.	Trademark	Country	Classes	Status	Filed	Registration	
					Date	Number	Date
	MOVA	Japan	35, 41, 42	Registered		5009820	12/8/2006
	MOVA	United States	25	Registered		3235412	4/24/2007
	MOVA	EU	9, 25, 41, 42	Allowed	9/15/2005		
	MOVA	United States	25	Allowed	3/29/2005		
	MOVA	United States	9, 35, 42	Published	3/31/2005		
	MOVA	United States	41	Published	3/31/2005		
	MOVA	Canada	Goods/Services	Pending	9/21/2005		
	CONTOUR	United States	3, 9, 11, 21, 35, 41, 42	Pending	5/4/2006		
	CONTOUR	Australia	9, 11, 41	Pending	11/1/2006		
	CONTOUR	Canada	Goods/Services	Pending	11/3/2006		
	CONTOUR	EU	9, 11, 41, 42	Pending	11/1/2006		
	CONTOUR	Japan	9, 11, 35, 41	Pending	11/1/2006		
	CONTOUR	South Korea	9, 41	Pending	11/2/2006		
	CONTOUR	New Zealand	9, 41	Pending	11/1/2006		
B.	Any and all goodwill associated with each of such trademarks and existing anywhere in the world						

Acknowledged:


Tom Paquin, VP Engineering
OnLive, Inc.

Exhibit A
List of Assets
Patents

Docket No.	Filing	Country	Title	Serial	Patent	
	Date			Number	Date	Number
PATENTS ASSIGNED TO ONLIVE						
06181.P005	9/15/04	USA	apparatus and method for capturing the motion of a performer - Utility	10/942609	9/15/04	
06181.P008	9/15/04	USA	apparatus and method for capturing the expression of a performer - Utility	10/942413	9/15/04	
06181.P008PCT	9/12/05	PCT	apparatus and method for capturing the expression of a performer - Utility	US2005/032418	9/15/04	
06181.P009	2/25/05	USA	apparatus and method for improving marker identification within a motion capture system - Utility	11/66954	2/25/05	
06181.P009PCT	2/23/06	PCT	apparatus and method for improving marker identification within a motion capture system - Utility	US2006/006151	2/23/06	
06181.P010	3/10/05	USA	apparatus and method for performing motion capture using shutter synchronization - Utility	11/77628	3/10/05	
06181.P010AU	2/8/07	Australia	apparatus and method for performing motion capture using shutter synchronization - Utility	2005329027	2/8/07	
06181.P010CA	9/13/05	Canada	apparatus and method for performing motion capture using shutter synchronization - Utility	2519737	9/13/05	
06181.P010CN	9/26/05	China	apparatus and method for performing motion capture using shutter synchronization - Utility	200580030846.90	9/26/05	
06181.P010EP	9/12/05	Europe	apparatus and method for performing motion capture using shutter synchronization - Utility	5108358.2	9/12/05	
06181.P010HK	3/8/07	Hong Kong	apparatus and method for performing motion capture using shutter synchronization - Utility	7102597.6	3/8/07	
06181.P010IN	9/26/05	India	apparatus and method for performing motion capture using shutter synchronization - Utility	1528/DELNP/2007	9/26/05	
06181.P010JP	9/26/05	Japan	apparatus and method for performing motion capture using shutter synchronization - Utility	Not Available Yet	9/26/05	

Acknowledged: 

Tom Paquin, VP Engineering

Exhibit A
List of Assets
Patents

Docket No.	Filing Date	Country	Title	Serial Number	Date	Patent Number	Date
PATENTS ASSIGNED TO ONLIVE							
06181.P010KR	9/26/05	Korea	apparatus and method for performing motion capture using shutter synchronization - Utility	2007-7008614	9/26/05		
06181.P010NZ	9/26/05	New Zealand	apparatus and method for performing motion capture using shutter synchronization - Utility	Awaiting Number	7/16/53		
06181.P010PCT	9/26/05	PCT	apparatus and method for performing motion capture using shutter synchronization - Utility	US2005/034524	9/26/05		
06181.P013	10/20/05	USA	apparatus and method for performing motion capture using a random pattern on capture surfaces - Utility	11/255854	10/20/05		
06181.P013CA	10/5/06	Canada	apparatus and method for performing motion capture using a random pattern on capture surfaces - Utility	2562657	10/5/06		
06181.P013EP	10/4/06	Europe	apparatus and method for performing motion capture using a random pattern on capture surfaces - Utility	6121767.5	10/4/06		
06181.P013NZ	10/6/06	New Zealand	apparatus and method for performing motion capture using a random pattern on capture surfaces - Utility	550347	10/6/06		
06181.P013PCT	10/5/06	PCT	apparatus and method for performing motion capture using a random pattern on capture surfaces - Utility	US2006/039093	10/5/06		
06181.P013Z	10/7/05	USA Provisional	apparatus and method for performing motion capture using a random pattern on capture surfaces - Provisional	60/724565	10/7/05		
06181.P015	6/7/06	USA	system and method for performing motion capture using phosphor application techniques - Utility	11/449131	6/7/06		
06181.P015PCT	6/7/06	USA	system and method for performing motion capture using phosphor application techniques - Utility	Not Available Yet	6/7/06		
06181.P016	6/7/06	USA	system and method for performing motion capture by strobing a fluorescent lamp - Utility	11/449043	6/7/06		

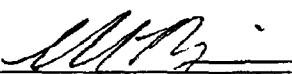
Acknowledged: 

Tom Paquin, VP Engineering
OnLive, Inc.

Exhibit A
List of Assets
Patents

Docket No.	Filing	Country	Title	Serial		Patent	
	Date			Number	Date	Number	Date
PATENTS ASSIGNED TO ONLIVE							
06181.P017	6/7/06	USA	system and method for three dimensional capture of stop-motion animated characters - Utility	11/449127	6/7/06		
06181.P018Z	7/31/06	USA Provisional	system and method for performing motion capture - Provisional	60/834771	7/31/06		
08258.P001	12/10/02	USA	Antenna Assembly for Satellite and Wireless Services - Utility	10/315,694	12/10/02		
08258.P002	12/10/02	USA	Wireless Network Providing Distributed Video/Data Services - Utility	10/315,624	12/10/02		
08258.P003	12/10/02	USA	Mass Storage Repository for Wireless Network - Utility	10/315,788	12/10/02		
08258.P004	12/10/02	USA	Apparatus and Method for Wireless Video Gaming - Utility	10/315,460	12/10/02		
08258.P006X	3/24/03	USA	Wireless Network with Presentation and Media Layers for Broadcast Satellite and Cable Services - Utility	10/395,749	3/24/03		
08258.P007	2/14/03	USA	Self-Configuring, Adaptive, Three- Dimensional, Wireless Network - Utility	10/367,197	2/14/03		
08258.P007C	6/27/03	USA	Self-Configuring, Adaptive, Three- Dimensional, Wireless Network - Utility	10/608,594	6/27/03		
08258.P007C2	7/14/03	USA	Self-Configuring, Adaptive, Three- Dimensional, Wireless Network - Utility	10/618,931	7/14/03		
08258.P007C3	7/12/04	USA	Self-Configuring, Adaptive, Three- Dimensional, Wireless Network - Utility	10/618,931	7/12/04		
08258.P007CAN	10/30/03	Canada	Self-Configuring, Adaptive, Three- Dimensional, Wireless Network - Utility	2447453	10/30/03		
08258.P007EP	1/14/04	Europe	Self-Configuring, Adaptive, Three- Dimensional, Wireless Network - Utility	04250149.4	1/14/04		
08258.P007JP	1/14/04	Japan	Self-Configuring, Adaptive, Three- Dimensional, Wireless Network - Utility	2004-34573	1/14/04		

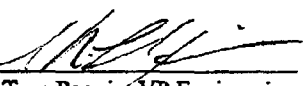
Acknowledged:


Tom Paquin, VP Engineering

PATENT
REEL: 019767 FRAME: 0469

Exhibit A
List of Assets
Patents

Docket No.	Filing	Country	Title	Serial		Patent	
	Date				Number	Date	Number
PATENTS ASSIGNED TO ONLIVE							
08258.P008	2/14/03	USA	Method of Operation for a Three- Dimensional, Wireless Network - Utility	10/367,178	2/14/03		
08258.P008C	7/15/03	USA	Method of Operation for a Three- Dimensional, Wireless Network - Utility	10/619,919	7/15/03		
08258.P009X	4/4/03	USA	Single Transceiver Architecture for a Wireless Network - Utility	10/407,445	4/4/03		
08258.P009X2	5/9/03	USA	Single Transceiver Architecture for a Wireless Network - Utility	10/435,005	5/9/03	7,215,660	5/8/07
08258.P009X2C	5/5/07	USA	Single Transceiver Architecture for a Wireless Network - Utility	11/800,543	5/5/07		

Acknowledged: 

Tom Paquin, VP Engineering

PATENT
REEL: 019767 FRAME: 0470

Exhibit A
List of Assets
Trade Secrets

A. The following trade secrets embodied in complex systems involving system architecture, software, hardware, network protocols, know-how, inventions, and techniques

Description

- 1 OnLive low-latency video compression/decompression technology
- 2 OnLive perceptual error correction technology
- 3 OnLive automatic network data rate adaptation technology
- 4 OnLive remote-hosted server center technology
- 5 OnLive virtualizing a remote-hosted computer utilizing a low-latency compressed video stream
- 6 OnLive client device technology, incorporating decompressor and input device interface
- 7 OnLive spectator mode/collaborative mode multi-user technology
- 8 OnLive RAID-based streaming 2D/3D content database technology
- 9 OnLive multi-user viewing of live 3D scenes using Contour or other capture technologies
- 10 OnLive System-wide, multi-resolution digital video recording technology
- 11 OnLive delayed spectator viewing technology
- 12 OnLive Brag Clip technology
- 13 OnLive user page technology, incorporating user video clips, live play and Brag clips
- 14 OnLive technology for virtualizing multiple computer instances aggregated onto a single screen
- 15 OnLive technology for providing secure use of computers remotely
- 16 OnLive system usage tracking technology, including capturing video prior to game/app crashes
- 17 OnLive low-latency DVI capture, compression and input device forwarding technology
- 18 OnLive Internet-based video phase-lock loop technology
- 19 OnLive fast web page loading technology by virtualizing web site at server and streaming low-latency compressed video
- 20 All aspects of OnLive technology implemented in software and hardware
- 21 All aspects of Contour technology implemented in software and hardware

B. The know-how, trade secrets and inventions embodied in the patent applications listed in this Exhibit A herein.

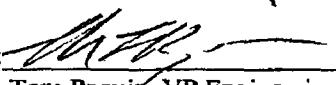
C. All software and hardware related to Contour and OnLive technologies.

Acknowledged: _____

Tom Paquin, VP Engineering
OnLive, Inc.

Exhibit A
List of Assets
Further Assurances

From time to time following the transfer, Rearden shall take, or cause to be taken, such actions and shall execute and deliver, or cause to be executed and delivered, to OnLive such additional instruments of conveyance and transfer, in each case, as OnLive may reasonably request or as may be otherwise necessary to more effectively convey or transfer to, and vest in, OnLive or put OnLive in possession of and/or control of any part of the transferred assets or to effect the transactions contemplated by this Bill of Sale. Without limiting the generality of the foregoing, in the event that, after the date of this Bill of Sale, Rearden and/or OnLive identify any intellectual property right previously unknown or not disclosed to OnLive that, pursuant to this Bill of Sale, is included in the description of rights or assets being transferred to OnLive, Rearden shall take such actions and shall execute and deliver such documents, or cause its employees, consultants and agents to take, execute and/or deliver such actions and documents, as OnLive may reasonably request or as may be otherwise necessary to assign to, and vest in, OnLive all right, title and interest in and to such intellectual property right.

Acknowledged: 

Tom Paquin, VP Engineering
OnLive, Inc.

Exhibit A
List of Assets
EXCLUDED ITEMS

The Following Items as of July 2, 2007 are Specifically Excluded from this Bill of Sale

a)	Wireless technology, other than wireless technology included in the patents assigned to the Company
b)	Optics technology, including reconstruction of coded point spread functions
c)	Technology related to retinal imaging
d)	Alternative energy technology, including wireless power systems
e)	Technology related to vehicles, including flying machines
f)	Technology related to email hosting services, spam filtering and Web-based commerce
g)	All literary and artistic efforts other than the artwork and demos developed specifically for OnLive, Mova and Contour technology
h)	All other works relating to any of the foregoing Excluded Intellectual Property that are subject to copyright or similar protection anywhere in the world, including, moral rights, under any statute, treaty, or other laws

Acknowledged: _____

Tom Paquin, VP Engineering
OnLive, Inc.