



07-16-1998



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Tab settings

To the Honorable Commissioner of

100766231

attached original documents or copy thereof.

MPO 7-9-98

1. Name of conveying party(ies):

Chasada, a Pennsylvania Business Trust

- Individual(s)
- General Partnership
- Corporation-State
- Other Business Trust
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: January 22, 1997

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

Name: Babbage's Etc. LLC

Internal Address: \_\_\_\_\_

Street Address: 2250 William D. Tate Ave

City: Grapevine State: TX ZIP: 76051

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company

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)

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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,345,205      1,553,597  
 1,547,310      1,345,315  
 1,569,315

Additional numbers attached?  Yes  No

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

Name: Jay M. Dorman, Esq.

Internal Address: Robinson Silverman

Pearce Aronsohn & Berman LLP

Street Address: 1290 Avenue of the Americas

City: New York State: NY ZIP: 10104

6. Total number of applications and registrations involved: \_\_\_\_\_

5

7. Total fee (37 CFR 3.41):..... \$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/16/1998 NGUYEN 00000057 1345205

DO NOT USE THIS SPACE

01 FC:481  
02 FC:482

40.00 DP  
100.00 DP

9. Statement and signature.

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

Kristi A. Wilkens  
Name of Person Signing

[Signature]  
Signature

July 6, 1998  
Date

Total number of pages comprising cover sheet: \_\_\_\_\_

## ASSIGNMENT OF MARKS

WHEREAS, Chasada, a Pennsylvania Business Trust, ("ASSIGNOR") having its principal place of business at 2250 William D. Tate Avenue, Grapevine, Texas 76051 has adopted, used and has been using the marks described on Exhibit A attached hereto for retail store services in the field of computers, computer software, video games and cartridges, and related goods some of which have been registered with the U.S. Patent and Trademark Office and with foreign trademark offices; and

WHEREAS, Babbage's Etc. LLC, a Delaware Limited Liability Company, ("ASSIGNEE") having its principal place of business at 2250 William D. Tate Avenue, Grapevine, Texas 76051, desires to acquire said marks and the applications and registrations thereof and the goodwill of the business symbolized by said marks;

NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey to ASSIGNEE all right, title, and interest in and to said marks, all registrations and applications for registration of said marks including those specifically referenced above, together with the goodwill of the business symbolized by said marks, and the right to recover for past infringement. ASSIGNOR represents and warrants that it has not previously assigned, licensed or conveyed any interest in said marks. ASSIGNOR agrees to execute any further lawful documents needed to give full force and effect to this instrument.

This Assignment is effective as of November 26, 1996.

Signed this 22<sup>nd</sup> day of January, 1997.

Chasada,  
a Pennsylvania Business Trust

By: Opal P. Ferraro

Printed Name: Opal P. Ferraro

Title: Chairman

STATE OF TEXAS           §  
  §  
COUNTY OF DALLAS       §

This instrument was acknowledged before me on this 20<sup>th</sup> day of Jan, by Ornel Ferraro, Vice President of Chasada, a Pennsylvania Business Trust, on behalf of said corporation.

In witness whereof, I hereunto set my hand and official seal this 20<sup>th</sup> day of Jan, 19 97.

Amy Westbrook  
Notary Public in and for the State of Texas  
My Commission Expires: 11/2/2000

EXHIBIT A

| MARK                            | FILING DATE | SERIAL NUMBER | REG. NO.  | REG. DATE | STATUS  |
|---------------------------------|-------------|---------------|-----------|-----------|---|
| Babbages                        | 08/18/83    | 439,907       | 1,345,205 | 06/25/85  | Section 8 and 15 Affidavits ack'd 10/13/91. Renewal due 06/25/05. |
| Babbages                        | 01/07/85    | 615,423       | 1,345,315 | 06/25/85  | Section 8 and 15 Affidavits ack'd 10/21/91. Renewal due 06/25/05. |
| America's Software Headquarters | 02/22/88    | 712,344       | 1,547,310 | 07/11/89  | Renewal due 07/11/09.   |
| Babbages                        | 02/22/88    | 712,513       | 1,569,315 | 12/05/89  | Renewal due 12/05/99.   |
| America's Software Headquarters |             | 771,096       | 1,553,597 | 8/29/89   | Renewal Due 7/11/09   |

EXHIBIT A

| MARK                                | FILING DATE | SERIAL NUMBER | REG. NO.  | REG. DATE | STATUS  |
|-------------------------------------|-------------|---------------|-----------|-----------|---|
| Babbage's in Class 9 (U.K.)         | 07/05/90    | 1,434,176     | 1,434,176 | 07/05/90  | Renewal due 7/5/97                            |
| Babbage's in Class 16 & 42 (Canada) | 10/15/93    | 739,041       | 460,932   | 8/9/96    | Renewal due 8/9/2011                          |
| Your Software Headquarters (Canada) | 4/14/94     | 751,800       | 463,533   | 9/20/96   | Renewal due 9/20/2011                         |
| Babbage's in Class 42 in Mexico     | 03/23/94    | 194,405       | 461,109   | 5/19/94   | Proof of use due 5/19/97; renewal due 3/23/04 |
| Babbage's in Class 16 in Mexico     | 03/23/94    | 194,434       | 464,323   | 6/22/94   | Proof of use due 6/22/97; renewal due 3/23/04 |
| <b>PENDING APPLICATIONS</b>         |             |               |           |           |   |

**EXHIBIT A**

| <b>MARK</b>            | <b>FILING DATE</b> | <b>SERIAL NUMBER</b> | <b>REG. NO.</b> | <b>REG. DATE</b> | <b>STATUS</b>   |
|------------------------|--------------------|----------------------|-----------------|------------------|---|
| Intersource            | 10/7/94            | 74/610,132           |                 |                  | Statement of Use due 4/8/97                                 |
| Intersource (Canadian) | 9/22/94            | 764,342              |                 |                  | Deadline to pay registration fee & file declaration 9/22/97 |