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05-07-1999

Attorney Docket No. 18370V-(TBD)

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patents and Trademark Office

101031032

To the Honorable Commissioner of Patents and Trademarks

Documents or copy thereof.

1. Name of conveying party(ies):

TACTICA CORPORATION

- Individual(s)
- General Partnership
- Corporation-State: Pennsylvania
- Other

- Association
- Limited Partnership

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

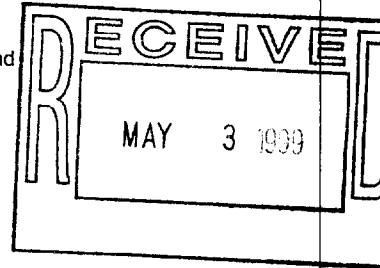
Name: Vadem, Ltd.
 Internal Address:
 Street Address: 1960 Zanker Road
 City: San Jose State: CA ZIP: 95112

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State:

Other: a British Virgin Islands international business company
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional names and addresses attached? Yes No



3. Nature of conveyance:

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

Execution Date: March 5, 1999

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s):

B. Trademark Registration No(s): 1,778,238

Additional numbers attached? Yes No

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

Name: Lesley S. Craig
 TOWNSEND AND TOWNSEND AND CREW LLP
 Two Embarcadero Center, 8th Floor
 San Francisco, California 94111-3834
 (404) 571-4000

6. Total number of applications and registrations involved 5

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

- Enclosed
- Charge Fees to Deposit Account
- Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430

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

05/07/1999 JSHABAZZ-00000031-201430 1778238

01 FC:481
02 FC:482

40.00 CH
100.00 CH

DO NOT USE THIS SPACE

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.

Lesley S. Craig
Name of Person Signing

Lesley S. Craig
Signature

4-29-99
Date

Total number of pages including cover sheet, attachments and document: 3

10. Change Correspondence Address to that of Part 5? Yes No

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

Do not detach this portion

Mail documents to be recorded with required cover to:

Asst. Commissioner for Trademarks
Box: Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1893 FRAME: 0337

1. Additional application number(s) or registration number(s):
(Continued from Page 1, Part 4B)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,793,143

1,811,349

1,904,934

1,962,145

DE 102833 v1

ASSIGNMENT

WHEREAS Tactica Corporation (Assignor), formerly of 104540 SW Nimbus Avenue, Portland, Oregon 97223 had adopted, used and was using certain marks which are registered in the United States Patent and Trademark Office, specifically Registration No. 1,778,238 (dated June 22, 1993), Registration No. 1,793,143 (dated September 14, 1993), Registration No. 1,811,349 (dated December 14, 1993), Registration No. 1,904,934 (dated July 11, 1995), and Registration No.1,962,145 (dated March 12, 1996) (collectively referred to herein as the "Tactica Marks"); and

WHEREAS Tactica Corporation has filed for bankruptcy liquidation in that certain action entitled In re Tactica Corporation, United States Bankruptcy Court for the District of Oregon, Case No. 398-37541-psh7 and as part of that action has identified the Tactica Marks as part of the bankruptcy estate; and

WHEREAS Trustee in Bankruptcy Michael B. Batlan, POB 3729, Salem, Oregon 97302 (the "Trustee") is authorized by the court to sell the assets of the Tactica Corporation bankruptcy estate, including the Tactica Marks, and has so agreed to sell the Tactica Marks to Vadem, Ltd.; and

WHEREAS Vadem, Ltd (Assignee), of 1960 Zanker Road, San Jose, California 95112, is desirous of acquiring the Tactica Marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor, by and through the Trustee, hereby assigns to Assignee all right, title and interest in and to the Tactica Marks, together with the good will of the business symbolized by said marks, and the above-referenced registrations.

Michael B. Batlan

Michael B. Batlan
Trustee in Bankruptcy
on behalf of Tactica Corporation

State of Oregon)
County of Marion) ss.

On this 5th day of March, 1999 before me appeared Michael B. Batlan, the person who signed this instrument, who acknowledged that he signed it as a free act as the duly appointed Trustee in Bankruptcy on behalf of Tactica Corporation under the laws of the State of Oregon and the United States Bankruptcy Code.

Patricia B. Elwood

