

MRD 7-9-98

07-17-1998

Form PTO-1594 (Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)



COVER SHEET ONLY RECEIVED
 U.S. DEPARTMENT OF COMMERCE
 Patent and Trademark Office
 JUL 9 1998
 the attached original documents or copy thereof.

To the Honorable Commissioner

100767285

1. Name of conveying party(ies):

Utility Data Systems, Inc.

- Individual(s)
- General Partnership
- Corporation-State Louisiana
- Other _____
- 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: December 7, 1995

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

Name: Badger Meter, Inc.

Internal Address: _____

Street Address: 4545 West Brown Deer Road

City: Milwaukee State: WI Zip: 53223

- Individual(s) citizenship _____
- Association
- General Partnership
- Limited Partnership
- Corporation-State Wisconsin
- Other _____

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)

1,730,845

Additional numbers attached? Yes No

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

Name: Marta S. Levine

Internal Address: _____

Street Address: Quarles & Brady

411 East Wisconsin Avenue

City: Milwaukee State: Wisconsin Zip: 53202

6. Total number of applications and registrations involved:

1

7. Total Fee (37 CFR 3.41)\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number

17-0055

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

DO NOT USE THIS SPACE

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.

Marta S. Levine

Name of person signing

Marta S. Levine

Signature

July 6, 1998

Date

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

3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

1730845
07/16/1998 JMW/RLS 00000126 170465
40.00 CH
61 FC:461

ASSIGNMENT OF TRADEMARK

This Assignment of Trademark is made as of the 7th day of December, 1995, by Utility Data Systems, Inc., a Louisiana corporation with its principal place of business at 617 North 2nd Street, Monroe, Louisiana 71211 (the "Assignor"), and Badger Meter, Inc., a Wisconsin corporation with its principal place of business at 4545 West Brown Deer Road, Milwaukee, Wisconsin 53223 (the "Assignee").

WHEREAS, the Assignor is the owner of U.S. Trademark Registration No. 1,730,845, for the trademark RMSPLUS, for "computer software, namely programs for utility meter information systems" (in International Class 9);

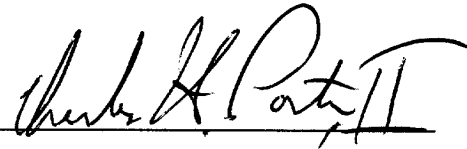
AND WHEREAS, the Assignee is desirous of acquiring said trademark, the registration thereof, and the business and goodwill of the business in connection therewith.

NOW, THEREFORE, for and in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, the Assignor hereby sells, assigns, and transfers unto said Assignee, Assignor's entire right, title and interest in and to said trademark and the above-referenced registration therefor, together with the goodwill of the business symbolized by said trademark and registration, and Assignor's entire right, title and interest in and to any and all claims and demands it may have, at law or in equity, for past infringement of said trademark.

This Assignment of Trademark is made pursuant to that Purchase Agreement by and between Assignor and Assignee, dated as of November 1, 1995.

IN WITNESS WHEREOF, the Assignor has caused this Assignment of Trademark to be executed and sealed by its duly authorized officer as of the date first written above.

UTILITY DATA SYSTEMS, INC.

By: 

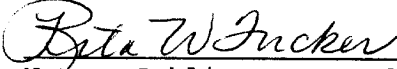
Print Name: CHARLES H. PORTER, II

Title: Treasurer

STATE OF LOUISIANA)
PARISH)
~~XXCOUNTY~~ OF OUACHITA)

CHARLES H. PORTER, II, to me known to be the
Treasurer of Utility Data Systems, Inc., personally
appeared before me this 12th day of June, 1998, and
acknowledged to me that he executed the foregoing Assignment of
Trademark on behalf of Utility Data Systems, Inc. And pursuant to
authority duly received.

(SEAL)


RITA W. TUCKER
Notary Public, State of LOUISIANA
My Commission expires: with Life