



# ASSIGNMENT OF TRADEMARK AND GOODWILL

THIS ASSIGNMENT OF TRADEMARK AND GOODWILL is made as of December 30, 1998 by and between The Chamberlain Group, Inc., a Connecticut corporation ("CGI"), and Linear Corporation, a California corporation ("Linear").

## RECITALS:

WHEREAS, CGI and Linear are parties to a certain Asset Purchase Agreement dated as of November 2, 1998 (the "Asset Purchase Agreement"), under the terms of which Linear agreed to sell and transfer and CGI agreed to purchase the Linear Acquired Assets (as such term is defined in the Asset Purchase Agreement); and

WHEREAS, Linear is the owner of the trademark listed on Schedule 1 hereto (the "Trademark"), which together with the products and goodwill associated with the Trademark, constitutes part of the Linear Acquired Assets; and

WHEREAS, pursuant to the Asset Purchase Agreement, CGI desires to obtain all of Linear's right, title and interest in, to and under said Trademark subject to the terms and conditions of the Asset Purchase Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Linear, Linear hereby sells, conveys, assigns, transfers and delivers to CGI, all of its right, title and interest in, to and under the Trademark, all goodwill associated therewith, all common law rights thereto, and all applications that have been filed and all registrations that have been or may be granted thereon and all foreign counterparts thereof, together with the right to sue and recover damages for future or past infringements thereof and to fully and entirely stand in the place of Linear in all matters related thereto, all subject to the terms and conditions of the Asset Purchase Agreement.

Linear hereby requests the Commissioner of Patents and Trademarks to record this Assignment of Trademark and Goodwill to CGI.

**LINEAR CORPORATION**

By: Kevin W. Donnelly  
Kevin W. Donnelly  
Secretary

STATE OF Rhode Island )  
 ) ss.  
COUNTY OF Providence )

**WITNESS my hand and official seal.**

  
[SEAL] Notary Public

My Commission expires on: 11/19/61

**Acknowledged and  
accepted:**

**THE CHAMBERLAIN GROUP, INC.**

By: Mark B. Bone  
Name: MARK B. BONE  
Title: SECRETARY

SCHEDULE 1  
TO  
ASSIGNMENT OF TRADEMARK AND GOODWILL  
BY  
Linear Corporation  
TO  
The Chamberlain Group, Inc.

Trademark

Registration Number

Date

"AccessMaster"

U.S. Trademark No. 2034080

1/28/97