

MEM 3-1-99

RECC

03-05-1999



IEET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100978242

To the Honorable Commissioner of Patents and Trademarks, Washington, D.C. 20514
I have enclosed original documents or copy thereof.

1. Name of conveying party(ies):
TII Industries, Inc.
1385 Akron Street
Copiague, New York 11726

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

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

2. Name and address of receiving party(ies)
Name: TII-Ditel, Inc.
Internal Address: _____
Street Address: 441 19th Street, S.E.
City: Hickory State: NC Zip: 28602

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State North Carolina
 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

3. Nature of conveyance: **3-1-99**

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 1, 1999

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
2,074,184

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: James M. Gibson, Esq.
Internal Address: _____
Street Address: Morgan & Finnegan, L.L.P.
345 Park Avenue
City: New York State: NY ZIP: 10154

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

03/03/1999 DCOATES 00000119 2074184 DO NOT USE THIS SPACE

9. Statement and signature. **40.00 DP**

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.

James M. Gibson
Name of Person Signing

Signature

2/26/99
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

TRADEMARK ASSIGNMENT

WHEREAS, TII INDUSTRIES, INC., a corporation organized under the laws of the State of Delaware and having a business address at 1385 Akron Street, Copiague, New York 11726, U.S.A. (hereinafter referred to as "ASSIGNOR") has adopted and used the trademark **LIGHTRAX** which is registered in the United States Patent and Trademark Office, Registration No. 2,074,184, dated June 24, 1997;

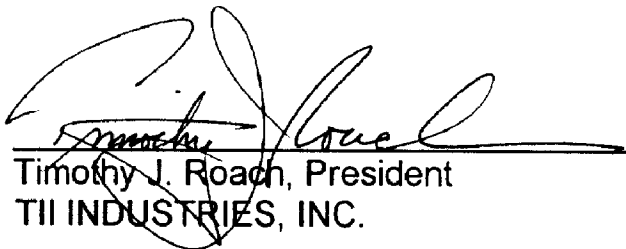
WHEREAS TII-DITEL, INC., a corporation organized under the laws of the State of North Carolina and having a place of business at 441 19th Street, SE, Hickory, North Carolina, 28602, U.S.A. (hereinafter referred to as "ASSIGNEE") is desirous of acquiring said mark and registration;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN:

Be it known that in consideration of the payment by ASSIGNEE to ASSIGNOR of the sum of One Dollar (\$1.00), the receipt of which is hereby acknowledged, and for other good and valuable consideration, ASSIGNOR hereby sells, assigns and transfers to ASSIGNEE, its successors, legal representatives and assigns, all right, title and interest in and to the said mark and registration, together with the goodwill of the business symbolized by the mark.

Dated: February 1, 1999

By:


Timothy J. Roach, President
TII INDUSTRIES, INC.

STATE OF NEW YORK)

SS:

COUNTY OF NASSAU)

On this 1st day of February, 1999, before me appeared Timothy J. Roach, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the identified corporation with authority to do so.



(Signature of Notary Public)

LEONARD W. SUOFF
Notary Public, State of New York
No. 30-3903680
Qualified in Nassau County
Commission Expires November 30, 1999