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08-26-1999



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Docket No.:

19062.980266

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To the Honorable Commissioner of Patents

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Roberts-Gordon, Inc.

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

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

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

Name: **Roberts-Gordon LLC**

Internal Address: **P.O. Box 44**

Street Address: **1250 William St.**

City: **Buffalo** State: **NY** ZIP: **14206**

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

3. Nature of conveyance:

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

Execution Date: **March 1, 1999 (effective date 1-31-99)**

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

A. Trademark Application No.(s)

75/562442 75/607628

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: **Anne F. Downey, Esq.**

Internal Address:

Jaackle Fleischmann & Mugel, LLP

800 Fleet Building

Street Address: **12 Fountain Plaza**

City: **Buffalo** State: **NY** ZIP: **14202**

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

2

7. Total fee (37 CFR 3.41):.....\$ **\$65.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0223

DO NOT USE THIS SPACE

08/25/1999 DC00TES 00000150 100223 75562442

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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.

Anne F. Downey, Esq.

Name of Person Signing

Signature

8-23-99

Date

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

5

EXHIBIT TO ASSIGNMENT OF INTELLECTUAL PROPERTIES

These ITU applications are assigned to Roberts-Gordon LLC as successor to the business of applicant, or portion thereof, to which the marks pertain, and that business is ongoing and existing.

<u>Mark</u>	<u>App. No.</u>	<u>Filing Date</u>
INFRANET	75/607628	12-17-98
QUALITY IN ANY LANGUAGE	75/562442	10-1-98

ASSIGNMENT OF INTELLECTUAL PROPERTIES

THIS ASSIGNMENT dated as of January 31, 1999 given by ROBERTS-GORDON, INC., a Delaware corporation having its principal place of business at P.O. Box 44, 1250 William Street, Buffalo, NY 14206-0044 ("Assignor"), to ROBERTS-GORDON LLC, a Delaware limited liability company having its principal place of business at P.O. Box 44, 1250 William Street, Buffalo, NY 14206-0044 ("Assignee").

WHEREAS, Assignor has sold substantially all of its assets to Assignee; and

WHEREAS, said assets included all intellectual properties of Assignor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers and assigns unto Assignee all of its right, title and interest in and to the following assets: all of Assignor's intellectual properties (the "Intellectual Properties"), including without limitation those items listed on the Exhibit hereto, and Assignor's copyrights, the right to secure copyright registrations and renewals thereof, Assignor's trade secrets and trade names, Assignor's trademarks, the goodwill of Assignor's business in connection with which the trademarks are used and which is symbolized by the trademarks, Assignor's patents and patent applications, and any reissues, continuations or extensions thereof, and the right to sue for past, present or future infringements of any of the Intellectual Properties and to recover damages and other amounts related thereto.

TO HAVE AND TO HOLD the same unto the said Assignee, its successors and assigns, forever.

This assignment is made in accordance with and is subject to the terms and provisions of a certain Assignment and Assumption Agreement dated as of January 31, 1999.

Assignor agrees, at the request of Assignee, to execute all further documents and take all further actions as necessary to more fully vest Assignor's right, title and interest in and to

the Intellectual Properties in Assignee and to more fully evidence the rights of Assignee hereunder.

ROBERTS-GORDON, INC.

By: *James J. Dean*
EXECUTIVE VICE PRESIDENT

ROBERTS-GORDON LLC

By: *Paul A. Dines*
MANAGER

STATE OF NEW YORK)
) ss.
COUNTY OF ERIE)

On the 15 day of MARCH in the year 1999 before me, the undersigned, a notary public in and for said state, personally appeared James J. Dean, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their instrument, and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s) or the person upon behalf of which the individual(s) acted, executed the instrument.

George F. Bellows
Notary Public

GEORGE F. BELLOWES
Notary Public, State of New York
Qualified in Erie County
My Commission Expires April 14, 2002

STATE OF NEW YORK)
) ss.
COUNTY OF ERIE)

On the 15 day of MARCH in the year 1999 before me, the undersigned, a notary public in and for said state, personally appeared Paul A. Dines, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s) or the person upon behalf of which the individual(s) acted, executed the instrument.

George F. Bellows
Notary Public

GEORGE F. BELLOWES
Notary Public, State of New York
Qualified in Erie County
My Commission Expires April 14, 2002

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CERTIFICATION

I, the undersigned, hereby certify that I have compared the attached copy of the Assignment of Intellectual Properties dated as of January 31, 1999 (executed March 1, 1999) given by Roberts-Gordon, Inc. to Roberts-Gordon LLC with the original of said Assignment of Intellectual Properties and that the attached copy is a true and complete copy of said original Assignment of Intellectual Properties.

IN WITNESS WHEREOF, the undersigned has executed this Certification this 23rd day of August, 1999.

Anne F. Downey
Anne F. Downey

State of New York)
County of Erie) ss:

On the 23 day of August in the year 1999 before me, the undersigned, a notary public in and for said state, personally appeared ANNE F. DOWNEY, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s) or the person upon behalf of which the individual(s) acted, executed the instrument.

Marlene A. Leone
Notary Public

209796

MARLENE A. LEONE
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 06/01/20 01