

11-01-1999

PTO-1594

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

No. 0651-0911 (exp. 4/94)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

Name of conveying party(ies):

R.F. Prime Corporation

2. Name and address of receiving party(ies)

Name: SCC Acquisition Corp.

Internal Address:

Street Address: 13 Neptune Avenue

City: Brooklyn State: NY ZIP: 11235

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State California

Other

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State New York

Other

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

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

Execution Date: October 6, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1923471

Additional numbers attached? Yes No

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

Name: Lee A. Schwartz

Internal Address: EITELMAN & HOCHHEISER, P.C.

Street Address: 100 Quentin Roosevelt Blvd.

Suite 401

City: Garden City State: NY ZIP: 11530

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)

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.

HARVEY KAYLIE
Name of Person Signing

Harvey Kaylie
Signature

10/12/99
Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK
REEL: 001982 FRAME: 0511

SCANNED

Assignment of Trademark

WHEREAS, SCC Acquisition Corp., a New York corporation with offices located at 13 Neptune Avenue, Brooklyn, New York 11235 (hereinafter "Assignee") purchased substantially all of the assets of R.F. Prime Corporation, a California corporation with offices located at 10561 Old Placerville Road, Sacramento, California 95827 (hereinafter "Assignor"), pursuant to and in accordance with a certain Asset Purchase Agreement between the parties, dated December 18, 1998 (the "Purchase Agreement");

WHEREAS, the closing on the purchase of substantially all of the assets of Assignor took place, pursuant to an order of the United States Bankruptcy Court of the Eastern District of California, on March 2, 1999;

WHEREAS, prior to the closing Assignor used the trademark "Blue Cell" (hereinafter referred to as the "Trademark"), registered in the United States Patent and Trademark Office as set forth on the attached Schedule A;

WHEREAS, all rights that Assignor has in and to the Trademark and the registration therefor, together with the goodwill of the business in connection with which the Trademark was used and which is symbolized by the Trademark, along with the right to recover for damages and profits for past infringements thereof, was required to be assigned to Assignee in connection with the acquisition of substantially all of the assets of Assignor; and

WHEREAS, in accordance with paragraph 12(a) of the Purchase Agreement, obligating Assignee to execute and deliver to Assignee such other instruments of conveyance and transfer and to take such further action as may be required to vest more effectively in Assignee the assets acquired, Assignee is desirous of receiving a written assignment of the Trademark, the registration therefor, the goodwill of the business in connection with which the Trademark was used and which is symbolized by the Trademark, and the right to recover for damages and profits for past infringements thereof;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged,

Assignor does hereby assign unto Assignee all right, title and interest in and to the Trademark and the registration therefor for the United States and throughout the world together with the goodwill of the business in connection with which the Trademark is used and which is symbolized by the Trademark, along with the right to recover for damages and profits for past infringements thereof; and

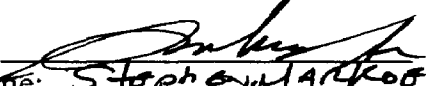
Assignor agrees to execute and deliver at the request of the Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts the Assignee may require from time to time in order to consummate the transaction contemplated by this Assignment,

including vesting all Assignor's rights, title, and interest in and to the Trademark in the Assignee and to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

Dated: 10/6, 1999

Assignor:

R.F. PRIME CORPORATION

By: 
Name: Stephen Tarkenton Sr.
Title: Pres. Cont.

Corporate Acknowledgment Form

State of CALIFORNIA)
)ss.:
County of Sacramento)

On this Sixth day of October, 1999, before me personally came Stephen Markoe Sr. to me known, who being by me duly sworn did depose and say that he is the President of R.F. Prime Corporation, the corporation described in and which executed the foregoing instrument; that he knows the corporate seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.



Notary Public

SCHEDULE A

Registrant: R.F. Prime Corporation

Reg. No.: 1923471

Reg. Date: 10/3/1995

Mark: "Blue Cell"

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RECORDED: 10/12/1999

**TRADEMARK
REEL: 001982 FRAME: 0515**