



101435010

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Handwritten: HLY 7.20.00

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name Effective Date
Month Day Year
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name NaviSys Incorporated

Formerly

Execution Date
Month Day Year
06 30 2000

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Missouri

Receiving Party

Mark if additional names of receiving attached

Name NaviSys, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 499 Thornall Street, 6th Floor

Address (line 2)

Address (line 3) Edison NJ 63144
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

08/16/2000 NTHAI1 00000300 2334700

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name
Address (line 1)
Address (line 2)
Address (line 3)
Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (617) 570-1292

Name Miriam J. Rovner
Address (line 1) Goodwin, Procter & Hoar LLP
Address (line 2) Exchange Place
Address (line 3) 53 State Street
Address (line 4) Boston, MA 02109-2881

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#7

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

See attached schedule

See attached schedule

Number of Properties

Enter the total number of properties involved

#7

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$190.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

07-1700

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Stuart L. Rosenthal
Name and Person Signing

Stuart L. Rosenthal
Signature

July 20, 2000
Date Signed

EXHIBIT A

Registered Trademarks

<u>Country</u>	<u>Trademark</u>	<u>Registration/Serial Number</u>	<u>Registration Date/ Status</u>
United States	NAVISYS	2,334,700	3/28/2000
United States	LIFECAD	1,809,964	12/7/93
United States	LIFECAD/STRATA	75/499540	Pending (Filed 6/10/98)
United States	STRAIGHT THROUGH PLATFORM	75/625826	Pending (Filed 1/25/99)
United States	NAVISYS	75/539164	Pending (Filed 8/19/98)
United States	LIFECAD/MP	2,127,674	1/6/98
United States	LIFECAD/ MULTIPLATFORM	2,068,886	1/10/97

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Trademark Assignment") is made this ___ day of June 2000 by NaviSys Incorporated, a Missouri corporation ("Assignor"), in favor of NaviSys, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignee and Assignor are parties to a Contribution Agreement, dated as of the date hereof (the "Contribution Agreement"); and

WHEREAS, Assignor is the owner of the entire right, title and interest in and to the registered and unregistered trademarks and service marks and applications therefor, trade names, trade name rights, and other similar rights described in Section 2.15 of the Contribution Agreement and listed on Section 2.15 of the Disclosure Schedule to the Contribution Agreement (the "Marks"); and

WHEREAS, all such registered Marks are set forth on Exhibit A attached hereto; and

WHEREAS, pursuant to the Contribution Agreement, Assignor has agreed to sell, convey, transfer, assign and deliver to Assignee the Marks and all of its right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, Assignor does hereby sell, convey, transfer, assign, and deliver unto Assignee, its legal successors and permitted assigns, its entire right, title, and interest in and to the Marks, throughout the world, and any extensions or renewals thereof, together with the goodwill of the business symbolized by the Marks, and agrees that Assignee shall have the sole right to sue and collect damages and/or profits for both past and present infringements of the Marks.

This Trademark Assignment is given pursuant to the Contribution Agreement and is subject to the terms thereof, and shall not be construed to limit, alter, impair, enlarge or enhance the rights of Assignee or Assignor thereunder and is given solely for the purpose of separately evidencing the transactions contemplated thereby.

At any time, and from time to time after the date hereof, at Assignee's request, Assignor shall execute and deliver such other instruments of sale, conveyance, transfer, assignment, and confirmation and take such other action as Assignee may reasonably deem necessary or desirable in order to sell, convey, transfer, assign, and deliver to Assignee and to confirm Assignee's title to the Marks.

TRADEMARK ASSIGNMENT SIGNATURE PAGE

IN WITNESS WHEREOF, Assignor has caused this instrument to be duly executed by its duly authorized representative as of the day and year above written.

NAVISYS INCORPORATED

By:



Name: Salim Manzar

Title:

STATE OF New York
COUNTY OF New York

On this 29 day of June, 2000 before me appeared the above-named WIM INAZAC, the _____ of NaviSys Incorporated, a Missouri corporation, who, being duly sworn, did depose and say that he is the _____ of the corporation described in and which executed the foregoing instrument; that the said instrument was signed on behalf of said corporation by order of its Board of Directors; that he signed his name thereto by like order; and that he acknowledged said instrument to be the free act and deed of said corporation.

Barbara E Ruder
Notary Public
My commission expires: 9/30/00

BARBARA E. RUDER
Notary Public, State of New York
No. 30-4773244
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires Sept. 30, 2000

NAVISYS INCORPORATED

**Consent by Directors to Resolutions
In Lieu of Meeting as of June 19, 2000**

The undersigned, being all of the members of the Board of Directors of NaviSys Incorporated, a Missouri corporation (the "Corporation"), acting pursuant to the Corporate Bylaws and the General and Business Corporation Law of Missouri, hereby consent to the adoption of the following resolutions so that the same may have the same force and effect as if said resolutions had been duly adopted by unanimous vote at a meeting of the Board:

* * * * *

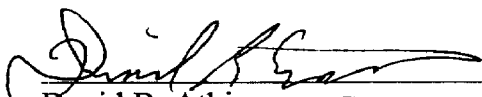
CONTRIBUTION AGREEMENT

"RESOLVED, that either or both Salim Manzar and Rui Mendes, of the Mergers & Acquisitions Department of Metropolitan Life Insurance Company, be and they hereby are, authorized to execute and deliver on behalf of NaviSys Incorporated that certain Contribution Agreement (the "Contribution Agreement") by and among GenAm Holding Company, NaviSys Incorporated, the investors named therein, and the stockholders named therein; and to execute and deliver the documents contemplated by the Contribution Agreement; and

FURTHER RESOLVED, that Messrs. Manzar and Mendes be and they hereby are authorized to take such other actions and execute such other documents not inconsistent with the above authorization as they deem necessary or desirable to effectuate the Contribution Agreement."

* * * * *

IN WITNESS WHEREOF, the we Directors have signed this Consent as of the 19th day of June, 2000. We direct that this Consent be filed with the minutes of NaviSys Incorporated.



David B. Atkinson

June 19, 2000 3:23 p.m.

Bruce B. Brodie

E. Christopher Simonds

NAVISYS INCORPORATED

**Consent by Directors to Resolutions
In Lieu of Meeting as of June 19, 2000**

The undersigned, being all of the members of the Board of Directors of NaviSys Incorporated, a Missouri corporation (the "Corporation"), acting pursuant to the Corporate Bylaws and the General and Business Corporation Law of Missouri, hereby consent to the adoption of the following resolutions so that the same may have the same force and effect as if said resolutions had been duly adopted by unanimous vote at a meeting of the Board:

* * * * *

CONTRIBUTION AGREEMENT

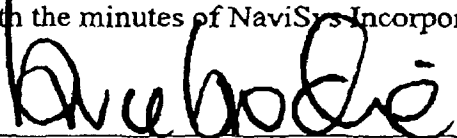
"RESOLVED, that either or both Salim Manzar and Rui Mendes, of the Mergers & Acquisitions Department of Metropolitan Life Insurance Company, be and they hereby are, authorized to execute and deliver on behalf of NaviSys Incorporated that certain Contribution Agreement (the "Contribution Agreement") by and among GenAm Holding Company, NaviSys Incorporated, the investors named therein, and the stockholders named therein; and to execute and deliver the documents contemplated by the Contribution Agreement; and

FURTHER RESOLVED, that Messrs. Manzar and Mendes be and they hereby are authorized to take such other actions and execute such other documents not inconsistent with the above authorization as they deem necessary or desirable to effectuate the Contribution Agreement."

* * * * *

IN WITNESS WHEREOF, the we Directors have signed this Consent as of the 19th day of June, 2000. We direct that this Consent be filed with the minutes of NaviSys Incorporated.

David B. Atkinson



Bruce B. Brodie

E. Christopher Simonds

NAVISYS INCORPORATED

Consent by Directors to Resolutions
In Lieu of Meeting as of June 19, 2000

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* * * * *

CONTRIBUTION AGREEMENT

"RESOLVED, that either or both Salim Manzar and Rui Mendes, of the Mergers & Acquisitions Department of Metropolitan Life Insurance Company, be and they hereby are, authorized to execute and deliver on behalf of NaviSys Incorporated that certain Contribution Agreement (the "Contribution Agreement") by and among GenAm Holding Company, NaviSys Incorporated, the investors named therein, and the stockholders named therein; and to execute and deliver the documents contemplated by the Contribution Agreement; and

FURTHER RESOLVED, that Messrs. Manzar and Mendes be and they hereby are authorized to take such other actions and execute such other documents not inconsistent with the above authorization as they deem necessary or desirable to effectuate the Contribution Agreement."

* * * * *

IN WITNESS WHEREOF, the we Directors have signed this Consent as of the 19th day of June, 2000. We direct that this Consent be filed with the minutes of NaviSys Incorporated.

David B. Atkinson

Bruce B. Brodie



E. Christopher Simonds

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