

10-20-2000



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

10-6-00

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
8/27/99

Conveying Party

Mark if additional names of conveying parties attached

Name Southworth Company

Execution Date
Month Day Year
8/27/99

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name TIME/DESIGN, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 265 Main Street

Address (line 2) _____

Address (line 3) Agawam

City

Massachusetts

State/Country

01001

Zip Code

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

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.)

FOR OFFICE USE ONLY

10/20/2000 67041 000/0043 1412356

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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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

TRADEMARK
REEL: 002157 FRAME: 0728

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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: #

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.

Arthur F. Dionne, Esq.



9/29/00

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks, made as of August 27, 1999, is from Southworth Company, a Massachusetts corporation, Time/Design Corporation, a Massachusetts corporation and Time/Design Canada, Ltd., an Ontario corporation (Southworth Company, Time/Design Corporation and Time/Design Canada, Ltd. are referred to herein collectively as the "Seller") to Time/Design, Inc., a Massachusetts corporation (the "Buyer").

BACKGROUND

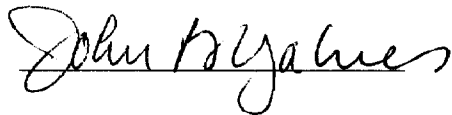
By a certain Agreement for Purchase and Sale of Assets dated as of August 27, 1999 by and between Seller and Buyer, (the "Purchase Agreement"), Seller has agreed to sell, transfer, assign and deliver to Buyer, and Buyer has agreed to purchase and accept from Seller, all of Seller's right, title and interest in and to the "Assets", as that term is defined in the Purchase Agreement, including but not limited to certain trademarks, and any registration or application for registration therefor, set forth on Schedule A to the Assignment of Trademarks;

Buyer is desirous of acquiring said trademarks, any registration or application for registration therefor, and the business and good will of the business in connection therewith.

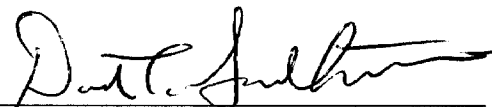
NOW, THEREFORE, for and in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, the Seller agrees to sell, assign, and transfer to the Buyer, and does hereby sell, assign, and transfer to the Buyer, Sellers' entire right, title and interest in and to said trademarks, any registration or application for registration therefor, together with the good will of the business symbolized by said trademarks, and Sellers' entire right, title and interest in and to any and all claims and demands it may have, at law or in equity, for past infringement of said trademarks.

IN WITNESS WHEREOF, Sellers have caused this Assignment of Trademarks to be executed and sealed by its duly authorized officer as of the date first written above.

Witness:



SOUTHWORTH COMPANY

By 
David C. Southworth
President

TIME/DESIGN CORPORATION

Witness:

John Byrnes

By David C. Southworth
David C. Southworth
President

TIME/DESIGN CANADA, LTD.

Witness:

John Byrnes

By David C. Southworth
David C. Southworth
President

COMMONWEALTH OF MASSACHUSETTS

Hampden, ss:

August 27, 1999

Then personally appeared the above-named David C. Southworth, President of the Southworth Company, Time/Design Corporation and Time/Design Canada, Ltd., ~~3E Corp.~~, and acknowledged the foregoing to be his free act and deed and the free act and deed of the Southworth Company, Time/Design Corporation and Time/Design Canada, Ltd.

W. Garth Jones
Notary Public:
My Commission Expires:

W. Garth Jones
NOTARY PUBLIC
My Commission expires Aug. 24, 2001

SCHEDULE A

UNITED STATES

<u>Owned Trademarks</u>	<u>Registration No.</u>
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TIME/DESIGN (and design)	1,432,886
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TIMEFILE	1,412,336
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<u>Licensed Trademark</u>	<u>Registration No.</u>
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(box design)	1,550,959
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CANADA

<u>Owned Trademarks</u>	<u>Registration No.</u>
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TIME/DESIGN (and design)	340,734
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<u>Licensed Trademark</u>	<u>Registration No.</u>
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(box design)	380,253
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