

12-20-2000



101556927

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

<b>Submission Type</b> <input checked="" type="checkbox"/> New <span style="margin-left: 50px;">11-22-00</span> <input type="checkbox"/> Resubmission (Non-Recordation) Document ID # <input type="text"/> <input type="checkbox"/> Correction of PTO Error Reel # <input type="text"/> Frame # <input type="text"/> <input type="checkbox"/> Corrective Document Reel # <input type="text"/> Frame # <input type="text"/>		<b>Conveyance Type</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> License <input type="checkbox"/> Security Agreement <input type="checkbox"/> Nunc Pro Tunc Assignment Effective Date Month Day Year <input type="text"/> <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Other <input type="text"/>	
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**Conveying Party**  Mark if additional names of conveying parties attached

Name  Execution Date  
 Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**  Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
 City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Association

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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.)

140E

12/20/2000 NTH011 00009164 230800 1838150  
01 FC:481 40.00 CH  
02 FC:482 100.00 CH

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS

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

212-310-8046

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.

# 5

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1838150"/>	<input type="text" value="2201539"/>	<input type="text" value="2352374"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1623643"/>	<input type="text" value="1839648"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved

# 5

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

\$ 140.00

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

# 23-0800

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.

Dawn Harrington  
Name of Person Signing

  
Signature

November 20, 2000  
Dated Signed

## ASSIGNMENT OF TRADEMARKS AND DOMAIN NAMES

**THIS ASSIGNMENT OF TRADEMARKS AND DOMAIN NAMES** (this "Assignment") is made this 17th day of November 2000, between SmartRoute Systems, Inc., a Delaware corporation ("Assignor"), whose address is 141 Portland Street, Suite 8100, Cambridge, Massachusetts 02139, and Westwood One Stations Group, Inc., a Delaware corporation ("Assignee"), whose address is 40 West 57th Street, 15th Floor, New York, New York 10019.

### **WITNESSETH**

**WHEREAS**, Assignor is the owner of the entire right, title and interest in and to the trademark and domain name registrations and applications listed on the attached Schedule A, the trademarks and domain names referred to therein, and all the goodwill associated therewith (collectively, the "Marks"); and

**WHEREAS**, Assignee, pursuant to and in furtherance of the transactions contemplated by the Asset Purchase Agreement, dated as of June 9, 2000, between Assignor and Assignee, as amended by the First Amendment to Asset Purchase Agreement dated as of August 8, 2000 and the Second Amendment to Asset Purchase Agreement dated as of November 17, 2000 (as amended, the "Asset Purchase Agreement"; capitalized terms used herein but not otherwise defined shall have the meanings ascribed to those terms in the Asset Purchase Agreement), between Assignor and Assignee, wishes to acquire all of Assignor's right, title and interest in and to the Marks in connection with Assignee's acquisition of the Business to which the Marks pertain.

**NOW, THEREFORE**, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns, transfers and conveys unto Assignee or any designees of Assignee all of Assignor's right, title and interest in and to the Marks, whether registered or otherwise, including, but not limited to, all registrations and applications for registration thereof; all renewals or extensions of any such registrations; any and all rights and entitlements associated therewith; all income, royalties, and other payments now or hereafter due or payable with respect to any of the Marks; the right to sue for past, present, and future infringements thereof and the right to recover any damages or other payments for infringements thereof.

**ASSIGNOR** hereby covenants that it has full right to convey the right, title and interest of said Marks and applications herein assigned.

**ASSIGNOR** agrees to execute any further papers and to do such other acts as may be necessary and proper to vest in Assignee full title in and to the Marks, and the registrations and applications thereof.

This Assignment is subject and limited to the representations, warranties and indemnities set forth in the Asset Purchase Agreement.

IN TESTIMONY WHEREOF, Assignor has caused these presents to be signed by its duly authorized representative on this 14 day of November, 2000.

SMARTROUTE SYSTEMS, INC.

By: *Arnold Stuffer*  
Name: ARNOLD STUFFER  
Title: CHAIRMAN

STATE OF Massachusetts  
COUNTY OF Middlesex

On this 14<sup>th</sup> day of November, 2000, before me came Arnold Stuffer, to me known to be the individual described in and who executed the foregoing instrument, and duly acknowledged that he executed the same.

*Jessica Patton*  
Notary Public  
my term expires 1/5/01

**Schedule A to Assignment of Trademarks and Domain Names**

**List of United States Service Marks and Trademarks**

<u>Mark Use Date</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>First</u>
SMARTRAVELER 02/20/92 <i>International Class 39:</i>	1,838,150	05/31/94	<i>transportation information service providing real-time traffic and transit information via telephone, television, fax, computer and radio.</i>
SMARTRAVELER and Design 01/00/93 <i>International Class 39:</i>	2,201,539	11/03/98	<i>transportation information service providing real-time traffic and transit information via telephone, television, fax, computer and radio.</i>
SMARTRAVELER ALERT 00/00/96 <i>International Class 39:</i>	2,352,374	05/23/2000	<i>personalized subscription transportation information service providing real-time traffic and transit information via telephone, fax or computer.</i>
SMARTROUTES 12/00/89 <i>International Class 16: information.</i>	1,623,643	11/20/90	<i>booklets providing highway and travel routing</i>
SMARTROUTE SYSTEMS 04/00/91 <i>International Class 39:</i>	1,839,648	06/14/94	<i>personalized subscription transportation information service providing real-time traffic and transit information via telephone, fax or computer.</i>

In addition to these registered marks, Seller has obtained common law rights in the mark SMARTRAVELERTV.

**Schedule A to Assignment of Trademarks and Domain Names**

**List of Registered Domain Names**

smartraveler.com  
smartraveller.com  
smarttraveller.com  
smartroute.com  
srs-min.com  
srs-phl.com  
srs-wdc.com  
srs-cin.com  
srs-bos.com  
srs-nyc.com  
srstst1.com  
srstst2.com  
srstst3.com