

04-19-2001



FORM PTO-1594
(Rev 5-93)

101680104
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies): Anacomp, Inc.</p> <p>Individual(s) citizenship: <i>3-17-01</i></p> <p>Association: General Partnership: Limited Partnership: Corporation - State: Indiana Other:</p> <p>Additional name(s) of conveying party(ies) attached? [] Yes [X] No</p> <p>3. Nature of Conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other</p> <p>Execution Date: March 1, 2001</p>	<p>2. Name and address of receiving party(ies): Name: Lexel Imaging Systems, Inc. Address: 1501 Newtown Pike City: Lexington State: KY Zip: 40511</p> <p>Individual(s) citizenship: Association: General Partnership: Limited Partnership: Corporation - State: Delaware Other:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [X] No</p>
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<p>4. Application number(s) or trademark number(s): A. Trademark Application No.(s) N/A</p>	<p>B. Trademark Registration No.(s) [see attached Schedule of Charactron trademarks]</p> <p>Additional numbers attached? [X] Yes [] No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Nancy O. Dix, Esq. Internal Address: GRAY CARY WARE & FREIDENRICH 401 B Street, Suite 1700 San Diego, California 92101-4297</p>	<p>6 Total number of applications and registrations involved: 15/fifteen</p> <p>7. Total fee (37 CFR 3.41) \$ 390.00 [x] Enclosed [X] Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>07-1895</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Nancy O. Dix *[Signature]* March 7, 2001
Name of Person Signing Signature Date

Total number of pages comprising cover sheet []

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

SD1429182.1
23454-150544

04/18/2001 JJALLAH2 00000017 585950

01 FC:481
02 FC:481

40.00 DP
25.00 OP

Refund Ref: 04/18/2001 JJALLAH2 000104137

CHECK Refund Total: \$325.00

TRADEMARK
REEL: 002275 FRAME: 0371

SCHEDULE OF CHARACTRON TRADEMARKS

	Mark		Intl. Class	Registration Number	Issue Date	Reg. Renewal Date	Remarks
<u>AUSTRALIA</u>							
1.	CHARACTRON		9	A156424	10/13/94	10/13/08	Registered.
<u>BENELUX</u>							
1.	CHARACTRON		9	106657	12/31/89	12/31/09	Registered.
2.	CHARACTRON		9	110260	12/31/96	12/31/06	Registered.
<u>CANADA</u>							
1.	CHARACTRON		N/A	118160	5/20/90	5/20/05	Registered.
<u>CHINA</u>							
1.	CHARACTRON		9	184913	7/5/93	7/4/03	Registered.
<u>DENMARK</u>							
1.	CHARACTRON		9	3969/1991	6/28/91	6/28/01	Registered.
<u>FRANCE</u>							
1.	CHARACTRON		6, 9	1259504	12/24/93	2/2/04	Registered.
<u>GERMANY</u>							
1.	CHARACTRON		9	762539	3/24/60	4/1/10	Registered.
<u>IRELAND</u>							
1.	CHARACTRON		9	135908	10/31/96	10/31/06	Registered.
<u>JAPAN</u>							
1.	CHARACTRON		6, 9	650569	8/20/64	8/20/04	Registered.
<u>PORTUGAL</u>							
1.	CHARACTRON		9	262738	9/14/92	9/14/02	Registered.
<u>SWEDEN</u>							
1.	CHARACTRON		9	91107	12/23/90	12/23/10	Registered.
<u>UNITED KINGDOM</u>							
1.	CHARACTRON		9	796716	10/19/94	10/19/08	Registered.
<u>UNITED STATES</u>							
1.	CHARACTRON		21	585,950	2/23/54	2/23/04	Registered.
2.	CHARACTRON		21	617,164	12/6/55	12/06/05	Registered.

ASSIGNMENT OF REGISTERED TRADEMARKS

WHEREAS, Anacomp, Inc., an Indiana corporation, having a place of business at 12365 Crosthwaite Circle, Poway, California 92064, (hereinafter "ASSIGNOR") did adopt, use and is using the CHARACTRON Trademark, the short particulars of which are set forth in the Schedule attached hereto (hereinafter "the Trademarks"); and

WHEREAS, Lexel Imaging Systems, Inc., a Delaware corporation, having a place of business at 1501 Newtown Pike, Lexington, KY 40511 (hereinafter ASSIGNEE") is desirous of acquiring the Trademarks and the good will of the business in connection with which the Trademarks are used.

NOW, THEREFORE, IT IS HEREBY AGREED:

1. For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns to ASSIGNEE all right, title and interest to the Trademarks together with the goodwill of the business symbolized by said trademarks and registrations thereof.

2. ASSIGNOR shall do all acts and execute all documents which may be reasonably required by ASSIGNEE in order to effect the assignment of the Trademarks.

IN WITNESS WHEREOF, ASSIGNOR has caused the instrument to be executed at POWAY, CALIFORNIA, by its duly authorized officer effective this 1st day of MARCH, 2001.

ANACOMP, INC.

Kevin M. O'Neill
(Signature)

Kevin M. O'Neill
Senior Vice President

STATE OF California)
) SS.
COUNTY OF _____)

On _____, 20____, before me, the undersigned Notary Public, personally appeared _____
_____ personally known to me or _____ proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

(S E A L)

Gray Cary\SD\1424684
23454-150544