

05-22-2001



U.S. Department of Commerce  
Patent and Trademark Office

HEET

101724824

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

1. Name of conveying party:

Hyperion Partners L.P.

- Individual(s)
- General Partnership
- Corporation
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

2. Name and Address of receiving party:

Name: HYPERION PARTNERS II L.P.

Address: Suite 500  
50 Charles Lindbergh Boulevard 14  
Uniondale, New York 11553

3. Nature of conveyance:

- Assignment ....
- Security Agreement
- Other Corrective Assignment
- Merger
- Change of Name

Document previously recorded on Reel/Frame 1775/0390 contained an error in incorrect Serial No. 74/688,412. Document being re-recorded to correct error on stated reel.

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership - Delaware
- Corporation
- 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

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

A. Trademark Application No. 74/688,421 (HYPERION)

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Sheri L. Gelfond, Esq.  
Cowan, Liebowitz & Latman, P.C.  
1133 Avenue of the Americas  
New York, NY 10036-6799

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$40.00

- Enclosed
- Any deficiency is authorized to be charged to
- Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(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.

Sheri L. Gelfond  
Name of Person Signing

*Sheri L. Gelfond*  
Signature

5/14/01  
Date

Total number of pages including cover sheet, attachments, and document: 10

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

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TRADEMARK  
REEL: 002300 FRAME: 0557

MRD

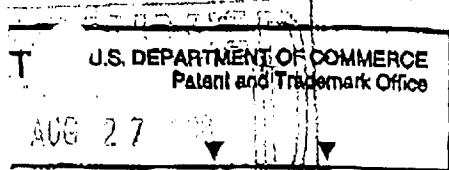
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09-01-1998

AMS No. 0651-0011 (exp. 4/94)

8-27-98

Tab settings



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To the Honorable Commissioner of Patents original documents or copy thereof.

1. Name of conveying party(ies):

Hyperion Partners L.P.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 8, 1998

2. Name and address of receiving party(ies)

Name: Hyperion Partners II L.P.

Internal Address: Suite 500

Street Address: 50 Charles Lindbergh Blvd.

City: Uniondale State: NY ZIP: 11553

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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

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

A. Trademark Application No.(s)

- 74/349,342
- 74/422,469
- 74/688,420
- 74/688,412

B. Trademark Registration No.(s)

N/A

Additional numbers attached?  Yes  No

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

Name: Laura McCabe Brandt

Internal Address: Suite 500

Street Address: 50 Charles Lindbergh Blvd.

City: Uniondale State: NY ZIP: 11553

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

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01 FC1481 40.00 OP  
02 FC1482 75.00 OP

DO NOT USE THIS SPACE

8. 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.

BY: Hyperion Partners L.P.,  
 BY: Hyperion Ventures L.P.,  
 its General Partner,  
 BY: Hyperion Funding Corp  
 a General Partner

BY: *Salvatore A. Ranieri*  
 Salvatore A. Ranieri, Vice-  
 President

Date

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

## **ASSIGNMENT OF SERVICE MARKS**

This Assignment of Service Marks (the "Assignment") is made and entered into as of the 8<sup>th</sup> day of June, 1998 by and between Hyperion Partners L.P., a Delaware Limited Partnership ("HP") and Hyperion Partners II L.P., a Delaware Limited Partnership ("HPII").

WHEREAS HP adopted, used, and is the record owner of certain trade names, trademarks and service marks including, but not limited to, the service marks and applications therefor listed in the attached schedule A (collectively referred to as the "Marks"); and

WHEREAS HP licensed its affiliates to use the Marks as trade names, trademarks or service marks (collectively referred to as the "Licenses"); and

WHEREAS HPII is desirous of acquiring all of HP's right, title and interest in and to the Marks, the pending applications therefor and the Licenses; and

WHEREAS HPII, as assignee of HP's interest as licensor of the Marks, is a successor to that portion of the business to which the Marks pertain which business is ongoing and existing.

NOW therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, HP does hereby assign to HPII, its successors and assigns, absolutely and forever, (a) all right, title and interest whether statutory or at common law, in and to each of the Marks together with the goodwill of the business symbolized by it, and all registrations and pending applications therefor, together with the right and obligation to bring and defend all causes of action for any and all previous and future occurrences of infringement of the rights being assigned and the right to receive and retain all monetary and other proceeds relating to those causes of action, and (b) all of HP's right, title and interest in and to the Licenses.

For purposes of clarity, it is stated that HP retains no rights or obligations whatsoever with respect to the Marks or the Licenses.

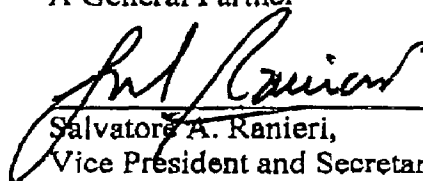
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IN WITNESS WHEREOF, the undersigned parties, authorized signatories of the respective partnerships, have executed this agreement on behalf of HP and HP II.

**HYPERION PARTNERS L.P.**

BY: HYPERION VENTURES L.P.,  
Its General Partner

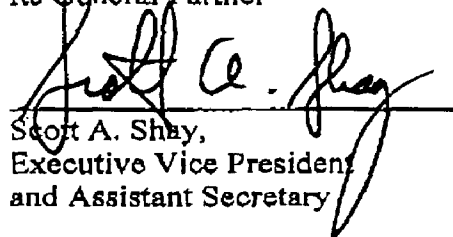
BY: HYPERION FUNDING CORP.,  
A General Partner

  
\_\_\_\_\_  
Salvatore A. Ranieri,  
Vice President and Secretary

**HYPERION PARTNERS II L.P.**

BY: HYPERION VENTURES II L.P.,  
Its General Partner

BY: HYPERION FUNDING II CORP.,  
Its General Partner

  
\_\_\_\_\_  
Scott A. Shay,  
Executive Vice President  
and Assistant Secretary

ACKNOWLEDGEMENTS

STATE OF NEW YORK )  
                                  ) SS.:  
COUNTY OF NASSAU )

On the 2<sup>nd</sup> day of July, 1998, before me personally appeared Salvatore A. Ranieri, who, being by me duly, sworn, did depose and state that he is Vice President and Secretary of Hyperion Funding Corp., the corporation described in and which executed the foregoing instrument as general partner of Hyperion Ventures L.P.; and that he signed his name thereto by order of the Board of Directors of Hyperion Funding Corp.

*Laura McCabe Brandt*  
Notary Public

LAURA McCABE BRANDT  
Notary Public, State of New York  
No. 30-02BR5083236  
Qualified in Nassau County  
Commission Expires August 11, 1999

[Notarial Seal]

STATE OF NEW YORK )  
                                  ) SS.:  
COUNTY OF )

On the 16<sup>th</sup> day of July, 1998, before me personally appeared Scott A. Shay, who, being by me duly, sworn, did depose and state that he is Executive Vice President and Assistant Secretary of Hyperion Funding II Corp., the corporation described in and which executed the foregoing instrument as general partner of Hyperion Ventures II L.P.; and that he signed his name thereto by order of the Board of Directors of Hyperion Funding II Corp.

*Laura McCabe Brandt*  
Notary Public

LAURA McCABE BRANDT  
Notary Public, State of New York  
No. 30-02BR5083236  
Qualified in Nassau County  
Commission Expires August 11, 1999

[Notarial Seal]

SCHEDULE A

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
HYPERION	74/688420	June 15, 1995
HYPERION	74/422469	August 5, 1993
HYPERION	74/688421	June 15, 1995
HYPERION	74/349342	January 19, 1993