

08-31-2001



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U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

8-28-01

To the Honorable Commissioner

to record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Teamtoolz, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation-State: California

Other: _____

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

2. Name and address of receiving party(ies):
Name: Artesia Technologies, Inc.

Internal Address: _____

Street Address: 700 King Farm Boulevard, Suite 400

City: Rockville State: MD ZIP: 20850

Individual(s) citizenship: _____

Association _____

General Partnership of: _____

Limited Partnership of: _____

Corporation-State: Delaware

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other: _____

Execution Date: August 15, 2001

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

A. Trademark Application No.(s)
78/024,585

B. Trademark Registration No.(s)
1,894,855

Additional numbers attached Yes No

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

Name: Adam D. Resnick, Esq.

Internal Address: _____

PIPER MARBURY RUDNICK & WOLFE LLP

Street Address: 1200 Nineteenth Street, NW

City: Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. § 3.41). \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:
501150

(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.

Adam D. Resnick, Esq. [Signature] 8/28/01

Name of Person Signing Signature Date

Total no. of pages incl. cover sheets, attachments, and document: 3

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

TRADEMARK REEL: 002359 FRAME: 0292

08/30/2001 00000209 78024585 LNWELLER 01 FC:401 02 FC:402

EXHIBIT G**ASSIGNMENT OF TRADEMARKS, PATENTS AND COPYRIGHTS**

THIS ASSIGNMENT (this "Assignment"), dated as of the 15TH day of August, 2001, is made by Teamtoolz, Inc., a California corporation having its principal place of business at 301 Howard Street, San Francisco, CA 94105 ("Assignor"), in favor of Artesia Technologies, Inc., a Delaware corporation having its principal place of business at 700 King Farm Boulevard, Suite 400, Rockville, MD 20850 ("Assignee").

WHEREAS, Assignor and Assignee are parties to an Asset Purchase Agreement (the "Purchase Agreement"), dated as of July 12, 2001, pursuant to which Assignor shall sell, transfer, assign and deliver to Assignee certain assets of Seller as specified in the Purchase Agreement; and

WHEREAS, in connection with the Purchase Agreement, Assignor wishes to sell, transfer, and assign to Assignee all of Assignor's rights, title and interest in and to the trademarks, service marks and trade names listed on Exhibit A hereto (the "Marks"), the patents and patent applications listed on Exhibit B hereto (the "Patents"), and the copyrights listed on Exhibit C hereto (the "Copyrights").

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby irrevocably sells, grants, conveys, assigns and sets over to Assignee, its successors and assigns, without any reservation of rights, all of its right, title and interest in and to the (a) Marks and registrations and applications thereof, together with the goodwill of the business symbolized thereby, (b) the Patents and registration and applications thereof, together with the goodwill of the business symbolized thereby, (c) the Copyrights and renewals, extensions, registrations and applications thereof, together with all versions and derivative works of the Copyrights, together with the goodwill of the business symbolized thereby and (d) all actions and causes of action and rights to damages and profits, due or accrued, relating to the foregoing.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the date first above written.

ASSIGNOR
Teamtoolz, Inc.

By: 

Name: PAUL S. HANCOCK
Title: PRESIDENT

SCHEDULE OF TRADEMARK REGISTRATIONS/APPLICATIONS

<u>Trademark</u>	<u>Country</u>	<u>Reg. No./Ser. No.</u>	<u>Reg. Date/Filing Date</u>
TEAMTOOLZ	United States	78/024,585	9/6/00
TEAMTOOL	United States	1,894,855	5/23/95

:OC:07/06/2001

RECORDED: 08/28/2001

TRADEMARK
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