



10-30-2001

D

10-19-2001



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

U.S. Patent & TMO/TM Mail Rcpt Dt. #11

31/2002)

101890323

Tab settings

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

1. Name of conveying party(ies):

Jade Holdings, Inc.

10-19-01

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

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

3. Nature of conveyance:

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

Execution Date: September 25, 1996

2. Name and address of receiving party(ies)

Name: Jade Equipment Corporation

Internal

Address:

Street Address: 3063 Philmont Avnue

City: Huntingdon State: PA Zip: 19006
Valley

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

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

A. Trademark Application No. (s)

B. Trademark Registration No.(s)

1,947,837 and 1,949,895

Additional number(s) attached Yes No

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

Name: Jordan A. LaVine

Internal Address: Akin Gump Strauss Hauer &

Feld LLP

Street Address: 2005 Market St., 22nd Floor

One Commerce Sq.

City: Phila State: PA Zip: 19103

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) ... \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Jordan A. LaVine, Esquire
Name of Person Signing

Jordan A. LaVine
Signature

October 16, 2001
Date

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

5

03/29/2001 LABELLER 00000157 1947837

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

10.00 CP
25.00 CP

TRADEMARK
REEL: 2390 FRAME: 0942

Handwritten mark

ASSET PURCHASE AGREEMENT
BY AND AMONG
JADE HOLDINGS, INC.,
USI AMERICAN HOLDINGS, INC.
AND
JADE EQUIPMENT CORPORATION

DATED
September 25, 1996

ASSET PURCHASE AGREEMENT

The parties to this Asset Purchase Agreement dated September 25, 1996 (this "Agreement") are JADE Holdings, Inc., a Delaware corporation ("**Seller**"), USI American Holdings, Inc., a Delaware corporation ("**Shareholder**"), and Jade Equipment Corporation, a Delaware corporation ("**Buyer**").

Subject to the terms and conditions stated herein, Seller wishes to sell and Buyer wishes to purchase from Seller substantially all of Seller's assets and properties employed or held in connection with the business of the Seller (collectively, the "**Business**"). As part of such sale and purchase, Buyer is willing to assume certain obligations and liabilities of the Business as expressly set forth herein.

It is therefore agreed as follows:

1. Sale and Purchase of Assets.

1.1 Sale and Purchase of Assets. Subject to the terms and conditions of this Agreement, at the closing referred to in Section 3 (the "**Closing**"), Seller shall sell, assign, transfer, convey and deliver to Buyer, and Buyer shall purchase, acquire and accept from Seller, all of the Seller's right, title and interest in and to all of the assets used in the Business (other than the Excluded Assets referred to in Section 1.2) with such changes, deletions or additions thereto as may occur from the date hereof to the Closing in the ordinary course of business and consistent with the terms and conditions of this Agreement (the "**Assets**"), including, without limitation, the following:

(a) all the furnishings, furniture, office supplies, vehicles, tools, machinery and equipment and other fixed assets owned or leased by Seller and used in the Business (the "**Equipment**");

(b) all accounts receivable of the Business including all accounting records of Seller, credit files, notes, guarantees and collateral relating thereto;

(c) all quantities of inventory, including finished goods, raw materials and work-in-process used in the Business (the "**Inventory**");

(d) all contracts, agreements, leases, arrangements and/or commitments of any kind which relate to the Business including without limitation those contracts listed on Schedule 4.9 (the "**Contracts**");

(e) all files and documents relating to customers and vendors of the Business, and other business and financial records, files, books and documents relating to the Business;

(f) all patents, trademarks and trade names and applications therefor which are owned by Seller and used in the Business, and all goodwill associated therewith;

(g) all bank accounts of the Business and all cash remaining therein on the Closing Date; and

IN WITNESS WHEREOF, this Agreement has been duly executed by the parties as of the first set forth above.

JADE HOLDINGS, INC.

By: [Signature]
Name:
Title:

USI AMERICAN HOLDINGS, INC.

By: [Signature]
Name:
Title:

JADE EQUIPMENT CORPORATION

By: Paul T. Hailey
Name: Paul T. Hailey
Title: President

...ed to Section 6.13 only:

INDUSTRIES, INC.

[Signature]
Name:
Title:

2
3
4
5
6

SCHEDULE 4.15

2

List of Patents and Trademark Registrations

<u>U.S. Patent No.</u>	<u>Title</u>
4,166,562	Assembly System for Micro component Devices such as Semi Conductor Devices
4,300,715	Mechanical Pulse Reflow Bonding Process
4,273,204	Capacitive Force Load Cell for Weighing Scale
4,400,714	Lead Frame for Semi Conductor Chip
* 4,572,757	Method of Making a Microcircuit Substrate

- * Jade believes that there is a possible patent infringement by North Penn Technology, Inc. Discussions between Jade and North Penn Technologies are in process.

Tradenames: Jade, Jade Corporation

DOCS_LISTPERS-PRO.RC