

01-16-2002

JAN - 9 2002



101949402

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

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): On-Point Technology Systems, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: Interlott Technologies, Inc. Internal Address: Street Address: 7597 Innovation Way City: Mason State: OH Zip: 45040 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] 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: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: June 1, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) see attached B. Trademark Registration No.(s) see attached Additional number(s) attached [X] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Tracey A. Chriske, Esq. Internal Address: Street Address: 425 Walnut Street Suite 1800 City: Cincinnati State: OH Zip: 45202-3957

6. Total number of applications and registrations involved: 10 7. Total fee (37 CFR 3.41) \$ 265 [X] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 20-0053

DO NOT USE THIS SPACE

9. Signature. Tracey A. Chriske Name of Person Signing [Signature] Signature 12/11/01 Date [9] Total number of pages including cover sheet, attachments, and document:

01/15/2002 6TON11 00000138 1952658

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

01 FC:481 40.00 OP 02 FC:482 225.00 OP

TRADEMARK REEL: 002424 FRAME: 0573

Trademarks

1,952,658

1,889,666

1,842,821

1,784,454

1,698,906

1,841,742

2,181,878

2,466,233 (was serial number 75/621,218 on date of assignment)

Trademark Applications

75/621,217

76/022,876

K:\INTERLOT\OPT TM.WPD

**ASSIGNMENT
OF
PROPRIETARY RIGHTS**

THIS ASSIGNMENT OF PROPRIETARY RIGHTS (the "Assignment") is made as of June 1, 2001 by **ON-POINT TECHNOLOGY SYSTEMS, INC.**, a Nevada corporation (the "Assignor"), to **INTERLOTT TECHNOLOGIES, INC.**, a Delaware corporation (the "Assignee").

WITNESSETH:

WHEREAS, the Assignor and Assignee are parties to a certain Asset Purchase Agreement dated as of February 23, 2001 (the "Agreement");

WHEREAS, pursuant to the Agreement, Assignor is required to assign all Proprietary Rights (as defined in the Agreement), including those listed on Exhibit A hereto;

WHEREAS, pursuant to and on the terms and conditions set forth in the Agreement, all right, title and interest of the Assignor in the Proprietary Rights, together with the associated goodwill, are to be assigned to the Assignee in exchange for the consideration specified in the Agreement; and

WHEREAS, the execution and delivery of this Assignment for the purpose of effecting such assignment of the Proprietary Rights has been authorized in all respects, as required by law and by the Agreement, by all necessary corporate action of the Assignor and the Assignee.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the parties agree as follows:

1. Assignment of Proprietary Rights. Pursuant to the aforementioned authorization and the consideration stated in the Agreement, the Assignor by this instrument does convey, grant, bargain, sell, transfer, set over, assign, release, deliver and confirm unto the Assignee and its successors and assigns all of its right, title and interest in and to the Proprietary Rights, together with those portions of Assignor's Business (as defined in the Agreement) in connection with which Assignor (a) has used the trademark included within the Proprietary Rights and (b) has a bona fide intent-to-use the trademarks included within the Proprietary Rights for which Assignor has not yet commenced use. The Assignor hereby makes such warranties, representations, covenants and indemnities with respect to the Proprietary Rights as are set forth in the Agreement.

2. No Implied Rights in Third Parties. Nothing expressed or implied in this Agreement is intended to confer upon any person, other than the parties hereto, or their

respective successors or assigns, any rights, remedies, obligations or liabilities under or by reason of this Assignment.

3. Further Assurances. Assignor hereby acknowledges and agrees that, at Assignee's request and without further consideration, Assignor shall execute, acknowledge and deliver any further documents and instruments and perform any further acts that Assignee requests to vest in Assignee all of Assignor's interest in and to the Proprietary Rights, including without limitation any filings or documentation required by the United States Patent and Trademark Office.

4. Power of Attorney. Assignor hereby appoints and constitutes Assignee as Assignor's attorney-in-fact to act for Assignor and in its name, place and stead, but for Assignee's own benefit, to assert or enforce any of Assignor's rights, title or interest in the Proprietary Rights, including without limitation bringing suit for past infringement thereof.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed in their respective names, all on the day and year first above written.

ON-POINT TECHNOLOGY SYSTEMS, INC.

By: 

Printed Name:

FREDERICK SANDHERR

Title:

CEO

EXHIBIT A

Issued Patents

Title	Ref. No.	Patent No.	Country	Issue Date	Comment
Lottery Ticket and System		5,772,510	U.S.	06/03/98	OK
Ticket Dispenser Machine and Method (Windows)	3345-2050	5,222,624	U.S.	06/29/93	OK
Ticket Dispenser Machine and Method (Windows)	3345-2051	2,010,273	Canada	7/21/98	OK
Ticket Dispensing Device and Method-Model 7000	3345-2010	5,160,076	U.S.	11/03/92	OK
Ticket Dispensing Device and Method-Model 7000	3345-2015	2,078,145	Canada	08/25/98	OK
Ticket Dispensing Device and Method-Model 7000	3345-2014.2	691 30 420.3-08	Germany	10/28/98	OK
Ticket Dispensing Device and Method-Model 7000	3345-2014.3	0 521 056	France	10/28/98	OK
Ticket Dispensing Device and Method-Model 7000	3345-2014.1	0 521 056	U.K.	10/28/98	OK
Ticket Dispensing Device and Method-Model 7000	3345-2011	UM-69513	Taiwan	12/12/92	OK
Ticket Dispensing Device and Method-Model 7000		172659	Austria	03/13/91	No Knowledge
Front Panel for Ticket Dispensing Machine	3345-2230	Des. 428,060	U.S.	07/11/00	OK
Ticket Dispensing Machine	3345-2081	Des. 369,622	U.S.	05/07/96	OK
Check Writer Design	3345-2211	Des. 441,227	U.S.	05/01/01	OK

TRADEMARK

REEL: 002424 FRAME: 0578

Pending Patent Applications

	Title	Ref. No.	Serial No.	Country	Filing Date	Comment
R	Ticket Dispensing Module and Method	3345-2170	09/238,682	U.S.	01/26/99	OK
R,A	Ticket Dispensing Module and Method	3345-2171	09/570,227	U.S.	05/12/2000	OK
R	Ticket Distribution System and Method (Supermarket System)	3345-2140	09/152,015	U.S.	09/11/98	OK
R	Game Point	3345-2180	09/385,336	U.S.	08/30/99	OK
R	Counter-Top	3345-2210	09/934,660	U.S.	09/13/99	OK
R,A	Helical Separator	3345-2130	09/636,450	U.S.	04/14/98	OK
R	Barcode Reading	3345-2150	09/128,406	U.S.	08/03/98	OK
R	Counter-Top	3345-2212	09/738,234	U.S.	12/15/00	OK
R	U.S. Division 71020-00055	3345-2213	29/135,672	U.S.	01/16/01	OK
R	Check Writer Design	3345-2214	29/135,702	U.S.	01/16/01	OK
R,A	U.S. Division 71020-00056	3345-2131	PCT/US99/07855	PCT/Multi-National	04/09/99	OK
R	Check Writer Design	3345-2132	2,328,854	Canada	04/09/99	OK
R	Ticket Dispensing Modules and Method	3345-2133	99 915 347.1	EPO	10/18/00	OK

TRADE MARK

Title	Ref. No.	Serial No.	Country	Filing Date	Comment
Lottery Ticket and System Foreign Filing - U.S. Patent 5,772,510		PCT/US98/13078	PCT/Multi-National	06/23/98	OK
Lottery Ticket and System foreign Filing U.S. Patent 5,772,510		9881641	Australia	06/23/98	OK
Ticket Dispensing Modules and Method		9933883	Australia	04/09/99	No Knowledge Could be Canada above
R, A Jackpot Network	3345-7145 &	60/195,626	U.S.	04/06/2000 &	OK
	3345-2240	09/828,643		04/06/2001	
R, A Jackpot Network	3345-2241	Not Yet Known	PCT	04/06/01	OK

Registered Trademarks

Trademark	Ref. No.	Reg. No.	Country	Reg. Date	Comment
MPR	3345-8035	1,952,658	U.S.	01/30/96	OK
VTR	3345-8025	1,889,666	U.S.	04/18/95	Abandoned
PTR	3345-8020	1,842,821	U.S.	07/05/94	Abandoned
SUPER AGENT	3345-8010	1,784,454	U.S.	07/27/93	Abandoned
ITR	3345-8000	1,698,906	U.S.	07/07/92	OK
LEI	3345-8015	1,841,742	U.S.	06/28/94	Abandoned
LEI	3345-8016	503,634	Mexico	09/15/95	OK
LEI	3345-8017	740,164	Canada	11/17/95	OK

ON-POINT
K11210624E1

2,181,878 3

U.S.

08/18/98

OK

R R R TRADEMARK R

Pending Trademark Applications

Trademark	Serial No.	Country	Filing Date
# PLAYPOINT	75/621,218	U.S.	01/12/99 (allowed 08/15/00)
# COUNTERPOINT	75/621,217	U.S.	01/12/99 (allowed 06/27/00)
# CheckWriter	76/022,876	U.S.	04/10/00 (pending)

Copyright Registrations

Title	U.S. Reg. No.	Reg. Date
LOTTERY	Txu 475,653	6/21/91 - No Knowledge

TAFT, STETTINIUS & HOLLISTER LLP

1800 FIRSTAR TOWER

425 WALNUT STREET

CINCINNATI, OHIO 45202-3957

513-381-2838

FAX: 513-381-0205

www.taftlaw.com

NORTHERN KENTUCKY OFFICE

SUITE 340

1717 DIXIE HIGHWAY

COVINGTON, KENTUCKY 41011-4704

859-331-2838

513-381-2838

FAX: 513-381-8613

CLEVELAND, OHIO OFFICE

3500 BP TOWER

200 PUBLIC SQUARE

CLEVELAND, OHIO 44114-2302

216-241-2838

FAX: 216-241-3707

COLUMBUS, OHIO OFFICE
TWELFTH FLOOR
21 EAST STATE STREET
COLUMBUS, OHIO 43215-4221
614-221-2838
FAX: 614-221-2007

TRACEY A. CHRISKE
(513) 357-9314
chriske@taftlaw.com

December 12, 2001

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Commissioner of Patents & Trademarks
Box Assignments
Washington, D.C. 20231

Re: Filing of Assignment

Dear Sir or Madam:

Enclosed are the following documents to be filed with your office:

1. Recordation Form Cover Sheet for Trademarks Only between On-Point Technology Systems, Inc. and Interlott Technologies, Inc. for recording an Assignment executed on June 1, 2001.
2. A true copy of the original Assignment of Proprietary Rights executed by the parties.
3. Check for \$265 for filing fees.
4. Return self-addressed postcard acknowledging receipt of this letter and the enclosed documents.

Please acknowledge receipt of the above items by applying your date stamp to the postcard and returning the same to me.

Please forward any correspondence regarding this application, including the Notice of Recordation, to the undersigned attorney for applicant at 425 Walnut Street, Suite 1800, Cincinnati, Ohio 45202.

This firm maintains a deposit account number 20-0053 with your office. You are authorized to debit this firm's account for any shortage or to credit this account for any excess in the funds submitted in connection with this correspondence.

Sincerely,


Tracey A. Chriske

TC/skb
K:\INTERLOTT\PTOASGN1.LTR
Enclosure

RECORDED: 01/15/2002

TRADEMARK
REEL: 002424 FRAME: 0582