

02-12-2002

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



Tab settings

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

1. Name of conveying party(ies):

RAF INDUSTRIES, INC.

1-25-02

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

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

2. Name and address of receiving party(ies)

Name: MPG INC.

Internal Address:

Street Address: 1466 BROADWAY, SUITE 304

City: NEW YORK State: NY ZIP: 10036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State NEW YORK
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: JULY 10, 2001

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

A. Trademark Application No.(s)

76-179,066

B. Trademark Registration No.(s)

1,866,469

Additional numbers attached? Yes No

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

Name: GEOFFREY I. LANDAU

Internal Address:

Street Address: LACKENBACH SIEGEL

P.O. Box 416

City: SCARSDALE State: NY ZIP: 10583

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

Please charge any additional fees due, or credit any over payment to:

8. Deposit account number:

10-0100

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

02/12/2002 ANHEB1 00000145 76179066

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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.

GEOFFREY I. LANDAU

Name of Person Signing

Signature

10/29/01

Date

Total number of pages including cover sheet, 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: 002443 FRAME: 0433

ASSIGNMENT OF TRADEMARKS

WHEREAS, **RAF INDUSTRIES, INC.** (hereinafter "Assignor"), a corporation organized and existing under the laws of the State of New York, was the owner of all right, title and interest in and to the below listed trademarks which have been applied for and/or registered at the United States Patent and Trademark Office, particulars of which are as follows:

<u>Trademark</u>	<u>Registration No.</u>	<u>Serial No.</u>
MPG	1,866,469	
MPG		76-179,066

(hereinafter the "Marks");

WHEREAS, **MPG INC.** (hereinafter "Assignee"), a corporation organized and existing under the laws of the State of New York, the successor to the portion of the business of Assignor to which the Marks pertain, which business is ongoing and existing, with offices located at 1466 Broadway, Suite 304, New York, New York 10036, was desirous of acquiring the aforesaid Marks, together with the goodwill of the business symbolized by the Marks;

WHEREAS, by agreement, Assignee received all rights, title, and interest in and to the aforesaid Marks, together with the goodwill of the business symbolized thereby, and is the successor to the portion of the business of Assignor to which the Marks pertain, which business is ongoing and existing; and

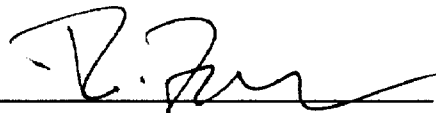
WHEREAS, the parties hereto are desirous of executing a document for purposes of recordation at the United States Patent and Trademark Office recording title in and to the aforesaid Marks in the name of Assignee.

NOW, THEREFORE, effective as of July 10, 2001 for and in consideration of and in exchange for Ten (\$10.00) Dollars and other good and valuable consideration to it paid, the

receipt and sufficiency of which are hereby acknowledged, said Assignor hereby acknowledges and confirms its prior said transfer, and does hereby sell, assign, and transfer unto said Assignee the portion of the business of Assignor to which the Marks pertain, which business is ongoing and existing, including all rights, title and interest in and to said Marks, including the registrations thereof and the Certificates of Registration duly and legally issued therefor, and any and all renewals thereof for the Marks, together with the goodwill of the business symbolized thereby, and further including, without limitation, all claims for damages by reason of past infringement and the right to sue for and the right to collect the same for its own use and behoof, and for the use and behoof of its successors, assigns, or legal representatives and the right to defend the Marks and the registrations thereof.

Assignor agrees to sign and execute any further documents or instruments which may be necessary and proper to effect the purpose and intent of this Assignment document, including further recordations, and the like.

RAF INDUSTRIES, INC.

By: 

Name: Richard Fayer

Title: President

Effective Date: July 10, 2001