

04-15-2002

IT

Our Ref.: 052304-0013-0027



APR 11 2002

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

102055259

ATTN: BOX ASSIGNMENT

1. Name of conveying party(ies):

EcoSearch Environmental Resources, Inc.

4-9-02

2. Name and address of receiving party(ies):

Environmental Data Resources Inc.

Street Address:
3530 Post Road
Southport, Connecticut 06490

Additional name(s) of conveying party(ies) attached?

Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Domestic Representative designation attached? Yes No

Additional name(s) & address(es) attached?
Yes No

Effective Date: March 25, 2002
Execution Date: March 25, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,073,326

Additional numbers attached: Yes No

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

Name: Jessica N. Cohen
Internal Address: Morgan, Lewis & Bockius LLP
Attn: TMSU

Street Address: 1111 Pennsylvania Avenue
City: Washington State: DC Zip: 20004

6. Total number of applications and trademarks involved: 1

7. Total fee (37 C.F.R. §3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account 13-4520
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520
Attach duplicate of page if paying by deposit account

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.

Jessica N. Cohen
Name of Person Signing

Signature

April 8, 2002
Date

Total number of pages including cover sheet, attachments and documents: 4

TRADEMARK ASSIGNMENT

This Trademark Assignment dated as of March 25, 2002 (this "Assignment") is made by and between EcoSearch Environmental Resources, Inc., an Indiana corporation, having a principal business address at 9365 Counselors Row, Indianapolis, Indiana 46240 ("Assignor"), and Environmental Data Resources Inc., a Delaware corporation ("Assignee").

WHEREAS, contemporaneously with the execution and delivery of this Assignment, Assignor and Assignee are entering into a certain Asset Purchase Agreement (the "Purchase Agreement"; capitalized terms used and not otherwise defined in this Assignment shall have the respective meanings set forth in the Purchase Agreement), providing for, among other things, the transfer and sale by Assignor to Assignee of certain Assets used in connection with the Business, all as more fully described therein; and

WHEREAS, pursuant to the Purchase Agreement, Assignor desires to assign to Assignee all of Assignor's right, title and interest in and to the mark ECOSEARCH (the "Mark"), including U.S. Registration No. 2,073,326 therefor, and the goodwill associated therewith.

NOW, THEREFORE, pursuant to and in connection with the Purchase Agreement, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee, to the extent transferable and/or assignable, all right, title, and interest in and to the Mark, together with the goodwill associated therewith.

- (a) All rights and privileges, including the right to sue for and receive all damages from past infringements of the Mark, will be held and enjoyed by the Assignee, its successors, assigns and other legal representatives.
- (b) Assignor agrees to execute and deliver at a future date any additional documents that Assignee reasonably determines are required to perfect Assignee's ownership of or title to the Mark.
- (c) Assignor authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any other official throughout the world whose duty is to register and record ownership in trademark registrations and applications for registration of trademarks, to record Assignee as the assignee and owner of any and all of Assignor's rights in the Mark.

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment as of the date first written above.

ECOSEARCH ENVIRONMENTAL
RESOURCES, INC.

By: _____
Name:
Title:

Accepted and agreed:

ENVIRONMENTAL DATA RESOURCES, INC.

By: *Anthony J. Businore*
Name: *Anthony J. Businore*
Title: *CEO*

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment as of the date first written above.

ECOSEARCH ENVIRONMENTAL
RESOURCES, INC.

By: 
Name: BRIAN F. MERKOWITZ
Title: VP

Accepted and agreed:

ENVIRONMENTAL DATA RESOURCES, INC.

By: _____
Name:
Title: