

07-08-2002

Docket No.: 1538.0025-000

RECORDED



SET

To the Commissioner, United States Patent & Trademark Office

102146954

... attached original documents or copy thereof.

1. Name of conveying party(ies)
 Upstate Biotechnology, Inc.,

FINANCE SECTION
7.2.02

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

2. Name and address of receiving party(ies)
 Name: Upstate Group, Inc.
 Internal Address: _____
 Street Address: 706 Forest Street, Suite 1

City: Charlottesville State: Virginia ZIP: 22903

Association _____
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: June 25, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,177,417

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: John L. DuPré
 Internal Address: _____
Hamilton, Brook, Smith & Reynolds, P.C.

 Street Address: 530 Virginia Road
P.O. Box 9133
 City: Concord State: MA ZIP: 01742-9133

6. Total number of applications and registrations involved: [1]

7. Total Fee (37 C.F.R. 3.41)..... \$ 40.00
 Enclosed
 Authorized to charge any deficiencies or credit any overpayment to deposit account
 Authorized to be charged to deposit account

8. Deposit account number:
08-0380
 (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.

John L. DuPré
 Name of Person Signing

John L. DuPré
 Signature

6/27/02
 Date

Total number of pages including cover sheet, attachments, and document: [3]

07/05/2002 TDI AZ1 00000042 2177417

01 FC:461

40.00 DP

TRADEMARK REEL: 002539 FRAME: 0154

ASSIGNMENT OF TRADEMARK

WHEREAS, Upstate Biotechnology, Inc., a corporation organized and existing under the laws of the State of New York, and having its principal place of business at 10 Old Barn Road, Lake Placid, New York 12946 (hereinafter called SELLER) was the owner of the entire right, title and interest in and to a certain trademark, as specified in "EXHIBIT A" attached hereto and made a part hereof; and

WHEREAS, Upstate Group, Inc., a corporation organized and existing under the laws of the State of Delaware, and having its principal place of business at 706 Forest Street, Suite 1, Charlottesville, Virginia 22903 (hereinafter called BUYER) has acquired the entire right, title and interest in and to certain assets and properties of SELLER, including said trademark.

NOW, THEREFORE, in consideration of the foregoing, as well as for other good and valuable consideration receipt of which is hereby acknowledged, SELLER, hereby confirms that it did sell, assign, transfer and set over to BUYER, its successors, legal representatives and assigns, the entire right, title and interest of SELLER in and to said trademark, together with the good will of the business symbolized by said trademark, and all claims, if any, which may have arisen thereunder prior to the date of this Assignment.

IN WITNESS WHEREOF, SELLER has caused this instrument to be executed by its duly authorized corporate officer, and its corporate seal to be hereunto affixed, all effective the 25th day of June, 2002.

Upstate Biotechnology, Inc.

By John Hopkinson III
John Hopkinson, III

Its ~~Chief Operating Officer~~
Vice President/General Manager

ACKNOWLEDGMENT

State of New York)
County of Essex) ss.

On this 25th day of June, 2002, being duly sworn personally appeared before me, the above-named John Hopkinson, II known by me to be the one who executed the foregoing instrument and subscribed the same in my presence, and acknowledged the same to be the free act and deed on behalf of and as authorized by Upstate Biotechnology, Inc.

Jeffrey R. Meyer
Notary Public

JEFFREY R. MEYER
Notary Public, State of New York
No. 01ME6049483
Qualified in Essex County
Commission Expires October 16, 2002

TRADEMARK
REEL: 002539 FRAME: 0155

EXHIBIT A

U. S. Trademark Registration No.: 2,177,417

Mark: UPSTATE BIOTECHNOLOGY & design

Registration Date: July 28, 1998

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