

08-05-2002



102179088

2 SHEET

To the Honorable Commission

PLEASE: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Edwards Systems Technology, Inc.**

7-26-02

- Individual(s)
- General Partnership
- Corporation of Connecticut
- Other Description/TAB
- Association
- Limited Partnership

Date of execution of attached Document: Description/TAB

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

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

Name: **GSBS Development Corporation**

Address: 13515 Ballantyne Corporate Place

City: Charlotte State/Country: NC ZIP: 28277

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

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Description/TAB

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

A. Trademark Application No.(s)

B. Trademark Registration Number(s): **986,355; 996,312; 1,001,989; 1,007,816; 1,600,492; 1,691,242; 1,840,133; 1,904,939; 2,099,284; 2,011,667; 2,063,933; 2,065,141; and 1,015,678**

C. Additional numbers attached? Yes No.

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

Name: John H. Weber
Internal Address: BAKER & HOSTETLER LLP
Washington Square, Suite 1100
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5304

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2036

Atty. Dkt. No.: 87256.00001

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

DO NOT USE THIS SPACE

08/08/2002 TDIAZ1 00000154 986355

40.00 OP
300.00 OP

01 FC:481
02 FC:482

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 H. Weber
Name of Person Signing

July 24, 2002
Date

Total number of pages comprising cover sheet:

QUARTERLY INTELLECTUAL PROPERTY ASSIGNMENT

WHEREAS, Edwards Systems Technology, Inc., a Connecticut corporation having offices at 90 Fieldstone Court, Cheshire, Connecticut 06410 (the "Company"), to the best of its information and belief is the owner of the entire right, title and interest in and to the trade secrets and know-how created and used by the Company, in connection with the Company's business during the calendar quarter, January 1, 2002 to March 31, 2002, along with the trademarks, both registered and unregistered, the trademark applications, the trade names, both registered and unregistered, the trade name applications, the patents and patent applications, if any, all identified in the accompanying schedule (hereinafter "IP Rights"); and

WHEREAS, GSBS Development Corporation, a Delaware corporation having offices at 13515 Ballantyne Corporate Place, Charlotte, NC 28277 ("DevCorp") is desirous of acquiring all of the Company's IP Rights together with that part of the goodwill of the business connected with the use of and symbolized by the relevant IP Rights;

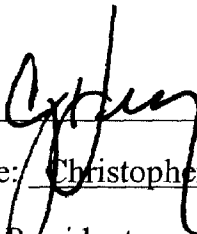
NOW, THEREFORE, in consideration of the issuance by DevCorp to the Company of 100 shares of common stock, par values \$.01 per share, of DevCorp, which shares represent 100% of the outstanding capital stock of DevCorp at the time of issuance, the receipt and sufficiency whereof is hereby acknowledged, the Company and DevCorp agree as follows:

1. The Company hereby assigns, transfers and conveys unto DevCorp its entire right, title and interest in, to and under the IP Rights together with the right of DevCorp to sue and recover damages for future or past infringements thereof and to fully and entirely stand in the place of the Company in all matters related thereto.

2. The Company agrees to take such further action and execute upon the request of DevCorp such additional documents as are necessary to continue, secure, defend, register, and otherwise give full effect to and perfect all rights of DevCorp under this Assignment, and said documents shall include any and all documents necessary to register, in the name of DevCorp, the assignment of each of the IP Rights assigned hereunder.

In testimony whereof, the Company has signed below, by its duly authorized legal representative, effective the day executed below.

EDWARDS SYSTEMS TECHNOLOGY, INC.

By: 
Typed Name: Christopher J. Kearney
Title: Vice President
Date: June 18, 2002

SCHEDULE

All trade secrets and know-how created and used by the Company during the calendar quarter January 1, 2002 to March 31, 2002.

D LOGO, USPTO Trademark Reg. No. 986,355; Registered June 18, 1974;

DUKANE, USPTO Trademark Reg. No. 996,312; Registered October 22, 1974;

D LOGO, USPTO Trademark Reg. No. 1,001,989; Registered January 21, 1975;

DUKANE, USPTO Trademark Reg. No. 1,007,816; Registered April 1, 1975;

PROCARE 4000 PLUS, USPTO Trademark Reg. No. 1,600,492;
Registered June 12, 1990;

PROCARE 2000, USPTO Trademark Reg. No. 1,691,242; Registered June 9, 1992;

SMARTSYSTEM, USPTO Trademark Reg. No. 1,840,133; Registered June 14, 1992;

ALLIANCE, USPTO Trademark Reg. No. 1,904,939; Registered July 11, 1995;

PROCARE 4000 PLUS, USPTO Trademark Reg. No. 2,099,284;
Registered September 23, 1997;

DUKANE, USPTO Trademark Reg. No. 2,011,667; Registered October 29, 1996;

STARCALL, USPTO Trademark Reg. No. 2,063,933; Registered May 20, 1997;

PROCARE 6000, USPTO Trademark Reg. No. 2,065,141; Registered May 27, 1997;

DUKANE, USPTO Trademark Reg. No. 1,015,678; Registered July 15, 1975; and

United States Patent No. 4,651,112, Issued March 17, 1987.