

10-15-2002



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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): General Electric Company 10/7/02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other New York Corporation

2. Name and address of receiving party(ies)
Name: RMS Electronic Commerce Systems, Inc.
Internal
Address: 100 Edison Park Drive
Street Address: Same
City: Gaithersburg State: MD Zip: 20878
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
Other

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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
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

Execution Date: August 12, 2002

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

B. Trademark Registration No.(s) 2214084; 2269363

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Robert P. Ducatman, Esq.
Internal Address: Jones, Day, Reavis & Pogue
North Point
901 Lakeside Avenue
Street Address: Same

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

8. Deposit account number:
501432 (Ref. 361438600003)

10/11/2002 TDIAZ1 00000127 501432 2214084

01 FC:481 40.00 CH
02 FC:482 25.00 CH
City: Cleveland State: OH Zip: 44114

Cleveland, DO NOT USE THIS SPACE

9. Signature.

Robert P. Ducatman, Esq. Signature Date 10/7/2002

Total number of pages including cover sheet, attachments, and document: 5

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

INTELLECTUAL PROPERTY ASSIGNMENT

This INTELLECTUAL PROPERTY ASSIGNMENT (this "Assignment"), effective as August 12, 2002 (the "Effective Date"), is made and entered into by and between General Electric Company, a New York corporation ("GE"), and RMS Electronic Commerce Systems, Inc., a Delaware corporation ("RMS") (each a "Party," and collectively, the "Parties").

WHEREAS, pursuant to that certain Plan of Complete Liquidation of GEIS, dated as of even date herewith, and that certain Intellectual Property Assignment (the "GEIS IP Assignment"), effective as of even date herewith, by and between GE Investments, Inc., a Nevada corporation ("GEII"), and GE Information Services, Inc., a Delaware corporation ("GEIS"), GEII acquired all right, title and interest in and to the GEIS Intellectual Property (as defined in the GEIS IP Assignment);

WHEREAS, pursuant to a declaration of a dividend by the Board of Directors of GEII to GE as the sole holder of Class A Common Shares of GEII, and pursuant to that certain Intellectual Property Assignment, effective as of even date herewith, by and between GEII and GE, GE acquired all of GEII's right, title and interest in and to the GEIS Intellectual Property as a dividend; and

WHEREAS, pursuant to that certain Contribution Agreement, effective as of even date herewith, by and between GE and RMS, GE, as the sole stockholder of RMS, has agreed to assign, transfer and convey to RMS all of GE's right, title and interest in and to the GEIS Intellectual Property.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Assignment. GE hereby, effective as of the Effective Date, assigns, transfers, conveys and quitclaims to RMS all of GE's right, title and interest in and to all GEIS Intellectual Property, including, without limitation, those items of GEIS Intellectual Property listed on Schedule A attached hereto.

2. Recordation of Patents, Trademarks and Copyrights. If RMS elects to record this Assignment with the U.S. Patent & Trademark Office, U.S. Copyright Office or applicable state or foreign governmental or international authorities or registries, RMS shall bear all costs and fees associated with such recording. GE hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, Register of Copyrights of the United States and any official of any state or foreign country whose duty it is to issue intellectual property registrations, to issue all registrations from any applications for registration included in the GEIS Intellectual Property to RMS.


3. Governing Law and Forum. This Assignment shall be governed by, and construed exclusively in accordance with, the laws of the State of New York.

4. Counterparts. This Assignment may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the Parties have executed this Assignment to be made effective as of the date first written above.

GENERAL ELECTRIC COMPANY

RMS ELECTRONIC COMMERCE
SYSTEMS, INC.

By: 
Name: Gary M. Reiner
Title: Senior Vice President and Chief
Information Officer

By: _____
Name:
Title:

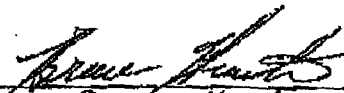
4. Counterparts. This Assignment may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the Parties have executed this Assignment to be made effective as of the date first written above.

GENERAL ELECTRIC COMPANY

RMS ELECTRONIC COMMERCE
SYSTEMS, INC.

By: _____
Name:
Title:

By: 
Name: *Eric Hunter*
Title: *Vice President*

SCHEDULE B

GEIS INTELLECTUAL PROPERTY

A. Trademark Registrations and Applications

Title	Country	Reg. No./Appl. No.
VCS-EXCEL	US	2,214,084
TPN POST	US	2,269,363