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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.
1. Name of conveying party(ies): ILC Industries  4.24.03	2. Name and address of receiving party(ies)  Name: ILC Group, Inc.  Internal  Address:
Individual(s)  General Partnership  Limited Partnership	Street Address: 105 Wilbur Place
Corporation-State Other Delaware	City: Bohemia State: NY Zip: 11719  Individual(s) citizenship
Additional name(s) of conveying party(ies) attached? Yes V No	Association
3. Nature of conveyance:	General Partnership
Assignment Merger	Corporation-State Delaware
Security Agreement Change of Name	Other
Other  Execution Date: 04/11/2003	If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes V No (Designations must be a separate document from assignment)  Additional name(s) & address(es) attached? Yes V
4. Application number(s) or registration number(s):  A. Trademark Application No.(s)	B. Trademark Registration No.(s) 1,218,064
5. Name and address of party to whom correspondence	6. Total number of applications and
concerning document should be mailed:	registrations involved:
Name: Jason Silvera, Esq.	40.00
Internal Address: Latham & Watkins	7. Total fee (37 CFR 3.41)\$ 40.00
	<b>✓</b> Enclosed
	Authorized to be charged to deposit account
Street Address:633 West 5th Street Suite 4000	8. Deposit account number:
Suite 4000	
City: Los Angeles State: CA Zip:90071-2007	TUIS SPACE
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9. Signature.	THIS SPACE THIS SPACE THIS SPACE
Cathleen M. Calkins	Mir 4/17/2003
	gnature Date
Total number of pages including cover sheet, attachments, and document:  Mail documents to be recorded with required cover sheet information to:	

Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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## TRADEMARK ASSIGNMENT

WHEREAS, ILC Industries, Inc., a Delaware corporation (hereinafter referred to as "Assignor"), has adopted and used the trademark listed below which is registered in the United States Patent and Trademark Office (hereinafter referred to as the "Mark");

Mark <u>U.S. Registration No.</u> <u>Registration Date</u>

DESIGN 1,218,064 November 30, 1982

WHEREAS, Assignor desires to assign the Mark and the goodwill attendant thereto to ILC Group, Inc., a Delaware corporation (hereinafter referred to as "Assignee"; to be renamed "ILC Industries, Inc." hereafter);

WHEREAS, the business with which the Mark is associated, together with the goodwill of that business, is concurrently being transferred by Assignor to Assignee pursuant to that certain Contribution and Assignment Agreement, dated as of the date hereof, by and between Assignor and Assignee; and

WHEREAS, Assignor and Assignee are desirous of memorializing the transfer of the Mark and the goodwill attendant thereto to Assignee.

NOW, THEREFORE, Assignor, for good and valuable consideration, receipt of which is hereby acknowledged, does hereby sell, assign, transfer and set over to Assignee, all right, title and interest in and to the Mark together with the goodwill of the business connected with the use of and symbolized by the Mark and the above-mentioned registration thereof.

(Signature page follows)

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IN WITNESS WHEREOF, the parties hereto have executed this agreement as of this II day of April, 2003.

ILC INDUSTRIES, INC. (Assignor)

Name: Clifford P. Lane

Title: President

ILC GROUP, INC. (Assignee)

Title: President

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**RECORDED: 04/24/2003**