

Form PTO 1594 (Rev. 6-93) OMB No. 0661-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
FLAG Venture Management, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation of Italy
 Other – Delaware Limited Liability Company

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

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

Execution Date: October 14, 2003

2. Name and address of receiving party(ies):
Name: FLAG Capital Management, LLC
Internal Address: 5th Floor
Street Address: 1266 East Main Street
City: State: Zip: Stamford, Connecticut 06902

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation of New York
 Other – Connecticut Limited Liability Company

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
78/242643

B. Trademark registration No.(s)
2,663,322; 2,715,773

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Francis J. Duffin
Internal Address: Wiggin & Dana LLP
Street Address: One Century Tower
City: New Haven, State: CT Zip: 06508-1832

CERTIFICATE OF FACSIMILE TRANSMISSION

I hereby certify that, on the date indicated below, this document was Transmitted via telefacsimile to: Commissioner of Patent & Trademarks, Box Assignments, via telefacsimile to telefacsimile no. 703-306-5995.

Francis J. Duffin *Francis J. Duffin*
Name (Print) Signature

(Date of Signature) *October 14, 2003*

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):.....\$90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 23-1665
(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.

Francis J. Duffin
Name of Person Signing *Francis J. Duffin* Signature 10/14/2003 Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
(Submitted Via Telefacsimile)

CH \$90.00 231665 78242643

ASSIGNMENT

WHEREAS, FLAG Venture Management, LLC, a Delaware Limited Liability company, having a business correspondence address at 1266 East Main Street, 5th Floor, Stamford, Connecticut 06902, hereinbelow called "Assignor", owns and have used in its business certain marks, which are registered or for which application for registration has been made, as follows:

<u>APPL./REG. NO.</u>	<u>APPL./REG. DATE</u>	<u>MARK</u>
2663322	December 17, 2002	NEXGEN
2715773	May 13, 2003	NEXT GENERATION PARTNERS
78/242643	April 28, 2003	WATERFALL PROJECTIONS

and;

WHEREAS, FLAG Capital Management, LLC, a limited liability company organized and existing under any by virtue of the laws of the state of Connecticut, and having a business correspondence address at 1266 East Main Street, 5th Floor, Stamford, Connecticut 06902, hereinbelow called "Assignee", is desirous of acquiring the entire right, title and interest in and to the marks, the service mark application, the service mark registrations, and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith;

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby sell, assign, transfer unto the said Assignee, its successors or assigns, the entire right, title and interest in and to the marks, the service mark application, the service mark registrations, and in and to any extensions and renewals that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof.

Date: October 14, 2003


By: Louis Sciarretta
Title: Chief Financial Officer

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