

05-25-2004

5/17/04



MAY 17 2004

TRAL 102752213

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Genicom LP	Genicom LLC	05/05/2004	LIMITED PARTNERSHIP: DELAWARE
Tally Holding Inc.		05/05/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	TallyGenicom LP
Street Address:	4500 Daly Drive
Internal Address:	Suite 100
City:	Chantilly
State/Country:	VIRGINIA
Postal Code:	20151
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1320437	GENICOM
Registration Number:	2825707	INTELLIFILTER
Registration Number:	2825708	INTELLIPRESS
Registration Number:	1546247	INTELLIPRINT
Registration Number:	2607125	MICROLASER
Registration Number:	2715968	RCS
Registration Number:	2802163	SUPPLIESMAX

Assignment Sheet
Attorney Docket No. GT-805

05/24/2004 INBETRACHE 00000095 1320437

40.00 DP
325.00 DP

01 FC:8521
02 FC:8522

TRADEMARK
REEL: 002975 FRAME: 0563

Registration Number:	732136	TALLY
Registration Number:	1080891	TALLY
Registration Number:	2153625	TALLY
Registration Number:	2174219	TALLYCOLOR
Registration Number:	2652471	TALLY SMARTRIBBON
Registration Number:	2828385	LJ SERIES
Registration Number:	2409220	SPECTRA STICKS

CORRESPONDENCE DATA

Fax Number: (434)817-6610
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 434-817-6606
Email: kos@e-patentlaw.com
Correspondent Name: Kimberly O. Snead
Address Line 1: 300 Preston Avenue
Address Line 2: Suite 300
Address Line 4: Charlottesville, VIRGINIA 22902

NAME OF SUBMITTER: Kimberly O. Snead May 13, 2004
Kimberly O. Snead Date

Total Attachments: 1
20 total pages—3 page executed Assignment w/ 17 pages of Assignment Attachments

Fee calculated, according to USPTO FY2004 fee table

Description	Fee code	Fee code amount	Quantity	Fee
Recording trademark assignment, agreement or other paper, first mark per document	8521	40.00	1	\$40.00
For second and subsequent marks in the same document	8522	25.00	13	\$325.00
Total				\$365.00

ASSIGNMENT OF MARKS

This Assignment of Marks is effective as of October 1, 2003 between TALLYGENICOM LP, a Delaware partnership having a principal place of business at 4500 Daly Drive, Chantilly, Virginia 20151 (hereinafter ASSIGNEE), GENICOM LP, a Delaware partnership, and TALLY HOLDING, INC. a Delaware corporation (hereinafter collectively ASSIGNORS).

WHEREAS, ASSIGNEE has adopted and used the marks described in Attachment A and Attachment B attached hereto and made part hereof (the "Marks"); and

WHEREAS, TALLY HOLDING, INC. merged with GENICOM LP in October 2003 under the name TALLYGENICOM LP as set forth in the Certificate of Merger attached hereto as Attachment C; and

WHEREAS, TALLY HOLDING, INC. merged with TALLY PRINTER CORPORATION on September 26, 2003 under the name TALLY HOLDING, INC. as set forth in the Certificate of Merger attached hereto as Attachment D; and

WHEREAS, GENICOM, LP converted from a limited liability company to a limited partnership, thereby changing its name from GENICOM, LLC to GENICOM, LP on December 31, 2002 as set forth in Attachment E; and

WHEREAS, ASSIGNEE is a wholly owned subsidiary of TALLYGENICOM HOLDINGS, LLC; and

WHEREAS, TALLYGENICOM HOLDINGS, LLC changed its name from PRINTING SOLUTIONS HOLDINGS LLC on August 14, 2003 as set forth in Attachment F.

NOW, THEREFORE, intending to be legally bound, ASSIGNORS hereby sell, assign, transfer and convey to ASSIGNEE, and do hereby confirm that it has conveyed to ASSIGNEE, ASSIGNOR'S entire right, title, interest and goodwill in and to the Marks and to any applications and registrations therefore as set forth at least in Attachments A and B attached hereto and made part hereof, together with the goodwill associated with the Marks, and any common law rights, including any and all prior causes of action and damages relating thereto worldwide.

The Marks are conveyed to ASSIGNEE free and clear of all liens, claims, and encumbrances.

ASSIGNORS HEREBY COVENANT that upon the request of the ASSIGNEE (or its assigns), ASSIGNORS will promptly provide the ASSIGNEE (or its assigns) with all pertinent facts and documents relating to said Marks and to any applications and registrations therefore, and legal equivalents in the United States and foreign countries as may be known and accessible to ASSIGNORS, and ASSIGNORS will testify as to the same in any action or litigation related thereto and will promptly execute and deliver to ASSIGNEE or its legal representative any and all papers, instruments, or affidavits required to apply for, obtain, maintain, issue, enforce, and perfect such rights, title, and interest in ASSIGNEE, its successors, assigns, and legal representatives for said Marks and to any applications and registrations therefore and said equivalents thereof in any foreign country which may be necessary or desirable to carry out the purposes thereof. Any and all reasonable expenses incurred by ASSIGNORS in connection with its obligations under this paragraph shall be paid by the ASSIGNEE (or its assigns).

ASSIGNORS hereby authorize the Commissioner of Patents and Trademarks of the United States, and any appropriate officer of a foreign country, to issue all registrations to ASSIGNEE as owner thereof.

ASSIGNEE accepts this Assignment of Marks.

ASSIGNORS:

GENICOM LP

By: D J Adragna
Printed Name: D.J. Adragna
Title: Sr. Vice President & CFO
Date: May 5, 2004

Sworn to and subscribed before me this 5 day of ~~March~~ ^{MAY}, 2004.

Patricia M Sellers
Notary Public
Commission expires: 9/30/05

TALLY HOLDING, INC.

By: Terrence M. Mullen
Printed Name: Terrence M. Mullen
Title: Vice President & Director
Date: May 5th, 2004

Sworn to and subscribed before me this 5 day of ~~March~~ ^{MAY}, 2004.

Patricia M Sellers
Notary Public
Commission expires: 9/30/05

ASSIGNEE:

TALLYGENICOM LP

By: D J Adragna
Printed Name: D.J. Adragna
Title: Sr. Vice President & CFO
Date: May 5, 2004

Sworn to and subscribed before me this 5 day of ~~March~~ ^{May}, 2004.

Patricia M Sellers
Notary Public
Commission expires: 9/30/05

ATTACHMENT A**Genicom LP Marks**

Mark	Reg./Appl. No.	Country
GENICOM	1,188,975/3	Argentina
GENICOM	1,188,975/6	Argentina
GENICOM	430,734	Australia
GENICOM	111,884	Austria
GENICOM	427,051	Benelux
GENICOM	812,116,747	Brazil
GENICOM	314,148	Canada
GENICOM	300,048	Chile
GENICOM	451,316	Chile
GENICOM	132,123	Columbia
GENICOM	04012/86	Denmark
GENICOM	98,243	Finland
GENICOM	1319403	France
GENICOM	1,087,529	Germany
GENICOM	000792; 3370/1987	Hong Kong
GENICOM	454611	India
GENICOM	380,903	Indonesia
GENICOM	012663	Indonesia
GENICOM	061537	Israel
GENICOM	449,415	Italy
GENICOM	2115035	Japan
GENICOM	163051	Korea
GENICOM	200451	Korea
GENICOM	MA/4894/85	Malaysia
GENICOM	313592	Mexico
GENICOM	538,570	Mexico
GENICOM	160059	New Zealand
GENICOM	194431	New Zealand
GENICOM	194432	New Zealand
GENICOM	125,639	Norway
GENICOM	153000	Paraguay
GENICOM	60,040	Peru
GENICOM	43029	Philippines
GENICOM	230,954	Portugal
GENICOM	196278	Russia
GENICOM	0005020	Singapore

Mark	Reg./Appl. No.	Country
GENICOM	1123011M; 2288456	Spain
GENICOM	208,823	Sweden
GENICOM	548529	Taiwan
GENICOM	545543	Taiwan
GENICOM	205220	Thailand
GENICOM	205221	Thailand
GENICOM	427437	Thailand
GENICOM	1246845	United Kingdom
GENICOM	1320437	United States
GENICOM	206,191	Uruguay
INTELLIFILTER	002532380	Europe
INTELLIFILTER	76/284,891	United States
INTELLIPRESS	002532265	Europe
INTELLIPRESS	76/284,893	United States
INTELLIPRINT	1546247	United States
MICROLASER	231013	Russia
MICROLASER	2607125	United States
RCS	806923	Australia
RCS	09900119480	China
RCS	2208460	United Kingdom
RCS	83470/1999	Japan
RCS	12531/1999	Hong Kong
RCS	2715968	United States
SUPPLIESMAX	2802163	United States

ATTACHMENT C

Delaware

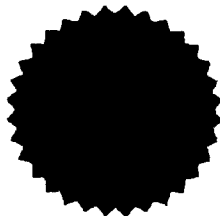
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TALLY HOLDING, INC.", A DELAWARE CORPORATION,
WITH AND INTO "GENICOM LP" UNDER THE NAME OF "TALLYGENICOM LP", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 2003, AT 11:24 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3599143 8100M

AUTHENTICATION: 2665391

030631566

DATE: 10-01-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:33 PM 10/01/2003
FILED 11:24 AM 10/01/2003
SRV 030691566 - 3599143 FILE

CERTIFICATE OF MERGER**MERGING**

TALLY HOLDING, INC.
a Delaware corporation

INTO

GENICOM LP
a Delaware limited partnership

In accordance with Section 263 of the Delaware General Corporation Law and Title 6, Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, as amended

Genicom LP, a limited partnership duly organized and existing under and by virtue of the laws of the State of Delaware (the "Surviving Limited Partnership"), desiring to merge Tally Holding, Inc., a Delaware corporation, with and into itself, pursuant to the provisions of Section 263 of the Delaware General Corporation Law and Title 6, Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, DOES HEREBY CERTIFY as follows:

FIRST: The name of the Surviving Limited Partnership is Genicom LP and the name of the corporation being merged into the Surviving Limited Partnership is Tally Holding, Inc.

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Genicom LP and Tally Holding, Inc.

THIRD: The Certificate of Limited Partnership of Genicom LP is to be amended and changed by reason of the merger herein certified by striking out Article First thereof, relating to the name of Genicom LP, and by substituting in lieu thereof the following article:

"FIRST: The name of the limited partnership is TallyGenicom LP."

FOURTH: The Merger is to become effective upon the filing of this Certificate of Merger.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of Genicom LP. The address of the principal place of business of Genicom LP is: 4500 Daley Drive, Suite 100, Chantilly, Virginia.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by Genicom LP, on request and without cost to any partner of Genicom LP or any stockholder of Tally Holding, Inc.

**IN WITNESS WHEREOF, Genicom LP has caused this certificate to be signed
by the general partner as of this 1st day of October, 2003.**

PRINTING SOLUTIONS, INC., general partner

**By: /s/ Daniel Adragna
Name: Daniel Adragna
Title: Chief Financial Officer**

ATTACHMENT D

Delaware

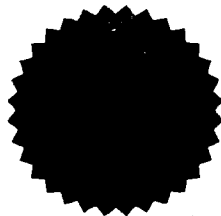
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TALLY PRINTER CORPORATION", A NEW YORK CORPORATION,
WITH AND INTO "TALLY HOLDING, INC." UNDER THE NAME OF "TALLY HOLDING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2003, AT 1:51 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2640052 8100M

AUTHENTICATION: 2659970

030621312

DATE: 09-29-03

TRADEMARK
REEL: 002975 FRAME: 0575

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**TALLY PRINTER CORPORATION,
a New York corporation**

INTO

**TALLY HOLDING, INC.,
a Delaware corporation**

It is hereby certified that:

1. Tally Holding, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Tally Printer Corporation, which is a business corporation of the State of New York.
3. The laws of the jurisdiction of organization of Tally Printer Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Tally Printer Corporation into the Corporation and the Corporation shall be the surviving entity and its Certificate of Incorporation shall be the Certificate of Incorporation of the surviving entity.
5. The following is a copy of the resolutions adopted on September 26, 2003, by the Board of Directors of the Corporation to merge the said Tally Printer Corporation into the Corporation:

RESOLVED, that in accordance with the Agreement and Plan of Merger adopted as of the date hereof, Tally Printer Corporation shall be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Tally Printer Corporation be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Tally Printer Corporation in its name.

RESOLVED, that this Corporation shall assume all of the obligations of Tally Printer Corporation.

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New York, and by the laws of any other appropriate jurisdiction and will cause to be

performed all necessary acts within the jurisdiction of organization of Tally Printer Corporation and of this Corporation and in any other appropriate jurisdiction.

Executed on September 26, 2003.

TALLY HOLDING, INC.

By: /s/ Terrence M. Mullen
Name: Terrence M. Mullen
Title: Vice President

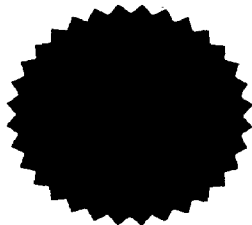
ATTACHMENT E

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "GENICOM, L.L.C." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "GENICOM, L.L.C." TO "GENICOM LP", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 2 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3252551 8100V

AUTHENTICATION: 2181084

020810433

DATE: 01-02-03

TRADEMARK
REEL: 002975 FRAME: 0579

CERTIFICATE OF CONVERSION

of

GENICOM, L.L.C.

(a Delaware limited liability company)

to

GENICOM LP

(a Delaware limited liability partnership)

Pursuant to Section 17-217 of the Delaware Uniform Limited Partnership Act, the undersigned general partner of Genicom LP hereby certifies that:

FIRST: The jurisdiction where the Limited Liability Company first formed is the State of Delaware.

SECOND: The jurisdiction immediately prior to filing this Certificate is the State of Delaware.

THIRD: The date the Limited Liability Company was formed is June 28, 2000.

FOURTH: The name of the Limited Liability Company immediately prior to the filing of this Certificate is Genicom, L.L.C.

FIFTH: The name of the Limited Partnership as set forth in the Certificate of Limited Partnership is Genicom LP.

SIXTH: The effective date of this Certificate of Conversion is December 31, 2002.

* * * *

IN WITNESS WHEREOF, the General Partner of Genicom LP has caused this certificate to be signed by the undersigned officer as of the 31st day of December, 2002.

PRINTING SOLUTIONS, INC.

By: /s/ Jeffrey Kovach

Name: Jeffrey Kovach

Title: Secretary

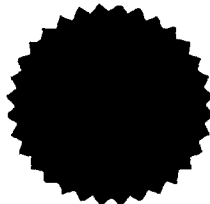
ATTACHMENT F

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PRINTING SOLUTIONS HOLDINGS LLC", CHANGING ITS NAME FROM "PRINTING SOLUTIONS HOLDINGS LLC" TO "TALLYGENICOM HOLDINGS LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF AUGUST, A.D. 2003, AT 5:40 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3590518 B100

AUTHENTICATION: 2588769

030532839

DATE: 08-19-03

TRADEMARK
REEL: 002975 FRAME: 0583

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:53 PM 08/14/2003
FILED 05:40 PM 08/14/2003
SRV 030532839 - 3590518 FILE

CERTIFICATE OF AMENDMENT

OF

PRINTING SOLUTIONS HOLDINGS LLC

FIRST: The name of the limited liability company is Printing Solutions Holdings LLC.

SECOND: The Certificate of Formation of the Limited Liability Company is hereby amended to effect a change relating to the name of the Limited Liability Company, accordingly Article First of the Certificate of Formation shall be amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article First:

"FIRST: The name of the limited liability company is TallyGenicom Holdings LLC."

IN WITNESS WHEREOF, the undersigned has duly executed, signed and acknowledged this Certificate of Amendment as of the 14th day of August, 2003.

By: /s/ Dan Adragna
Dan Adragna, Chief Financial Officer