

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Edit s.r.l.		10/24/2006	LIMITED LIABILITY COMPANY: ITALY

**RECEIVING PARTY DATA**

<b>Name:</b>	Businesstone LLC
<b>Street Address:</b>	301 E. 79th Street
<b>Internal Address:</b>	Suite 24-H
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10021
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEW YORK

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2467286	BAKODA
Registration Number:	2448915	BAKODA
Registration Number:	2448914	BAKODA
Registration Number:	2725902	BAKODA
Registration Number:	2744993	BAKODA

**CORRESPONDENCE DATA**

**Fax Number:** (202)857-6395  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
**Phone:** 202.857.6000  
**Email:** hackler.ellen@arentfox.com  
**Correspondent Name:** Anthony V. Lupo/Laurel E. Queeno  
**Address Line 1:** 1050 Connecticut Avenue, N.W.  
**Address Line 2:** Arent Fox LLP  
**Address Line 4:** Washington, DISTRICT OF COLUMBIA 20036

OP \$140.00 2467286

ATTORNEY DOCKET NUMBER:	BAKODA ASSIGNMENT
NAME OF SUBMITTER:	Laurel E. Queeno
Signature:	/Laurel E. Queeno/
Date:	12/20/2007

**Total Attachments: 13**

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-----CESSIONE DI MARCHIO-----

Con la presente scrittura privata da valere ad ogni effetto di legge, i sottoscritti signori:-----

- PIVA Gianni, nato a Crocetta del Montello (TV) il 15 maggio 1947, residente a Cavaso del Tomba (TV), Via Valcavasia n. 21, Codice Fiscale PVI GNN 47E15 C670Q,-----

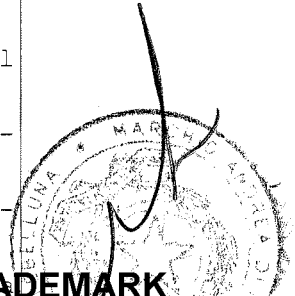
il quale interviene al presente atto nella sua qualità di liquidatore e legale rappresentante della società "EDIT S.R.L.", in liquidazione, con sede in Cornuda (TV), Via G. Matteotti n. 8/g, di nazionalità italiana, capitale sociale euro 155.000,00 versato, numero di iscrizione presso il Registro delle Imprese di Treviso e codice fiscale 00610700262;-----

- PALUMBO Roberto, nato a Montebelluna (TV) il 19 febbraio 1959, domiciliato in Montebelluna (TV), Via Roma n. 34, ----- Codice Fiscale PLM RRT 59B19 F443P,-----

il quale interviene al presente atto nella sua qualità di procuratore speciale e rappresentante della società di nazionalità statunitense denominata "BUSINESSSTONE LLC", con sede in 301 East 79<sup>th</sup> Street, Suite 24-H, New York NY 10021 (Stati Uniti d'America), domiciliata in Italia in Montebelluna (TV), Via Roma n. 34, Codice Fiscale 92027190260, in forza di procura speciale autenticata nella firma in data 12 ottobre 2006 dal Notaio Pubblico della Repubblica di Panama dott. Diomedes Edgardo Cerrud, munita di apostille dell'Aja apposta dal Dipartimento del Tesoro del Ministero del Governo e della Giustizia



REGISTRATO IN MONTEBELLUNA  
IL 13/05/2006  
AL N. 1086  
SERIE 2 ATTI 1086  
ESATTI EURO 10000/100



della Repubblica di Panama in data 12 ottobre 2006 n. 23858,  
che si allega al presente atto sotto la lettera "A";-----

-----premesse-----

- che la società "EDIT S.R.L.", è proprietaria dei marchi di  
cui all'elenco allegato al presente atto sotto la lettera "B";-

- che la società "EDIT S.R.L." intende vendere alla società  
"BUSINESSTONE LLC" detti marchi di cui all'allegato "B".-----

Tutto ciò premesso e ritenuto parte integrante e sostanziale  
del presente atto, i comparenti, nelle indicate qualifiche,  
convengono e stipulano quanto segue:-----

1) La società "EDIT S.R.L." cede e trasferisce alla società  
"BUSINESSTONE LLC" la quale, a mezzo del suo rappresentante,  
accetta, la piena proprietà e comunque ogni diritto, titolari-  
tà ed interesse sui marchi "BAKODA", "VENUE" e "DRAKE", come  
descritti nell'allegato.-----

2) La società "EDIT S.R.L." garantisce di non aver ceduto o  
vincolato a favore di terzi alcun diritto inerente ai marchi  
suddetti.-----

3) Il prezzo della presente cessione è stato concordato tra le  
parti in euro 335.000,00 (trecentotrentacinquemila virgola ze-  
rozero), di cui euro 50.000,00 (cinquantamila virgola zeroze-  
ro) per il marchio "BAKODA", euro 35.000,00 (trentacinquemila  
virgola zerozero) per il marchio "VENUE" ed euro 250.000,00  
(duecentocinquantamila virgola zerozero) per il marchio "DRA-  
KE".-----

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**REEL: 003683 FRAME: 0420**

58, Il prezzo di cessione come sopra convenuto verrà corrisposto  
--- dalla parte acquirente alla parte cedente entro 60 (sessanta)  
--- giorni dalla data odierna.-----

di 4) La società "EDIT S.R.L." si impegna ad espletare tutte le  
B;- formalità necessarie alla trascrizione del presente contratto  
ietà presso l'Ufficio Italiano Brevetti e Marchi (UIBM) di Roma,  
--- l'Organizzazione Mondiale per la Proprietà Industriale (OMPI)  
iale e l'Ufficio per l'Armonizzazione del Mercato Interno (UAMI),  
che, nonché presso tutti gli organismi competenti.-----

--- 5) Il presente atto ha per oggetto la cessione dei soli Marchi  
ietà esclusa qualsiasi presunzione di cessione dell'azienda ad essi  
nte, relativa.-----

lari- 6) Le spese notarili del presente atto nonché quelle relative  
come alle trascrizioni dei Marchi richiamate ai precedenti articoli  
--- sono a carico della parte cedente.-----

ito o Il presente atto è esente da I.V.A. ai sensi del combinato di-  
archi sposto dell'art. 3 comma 2 n. 2 e dell'art. 7, comma 4, del  
--- D.P.R. 26 ottobre 1972 n. 633.-----

ra le La presente scrittura resterà depositata presso il notaio che  
a ze- ne autenticcherà le sottoscrizioni.-----

eroze- Firmato: Piva Gianni, Palumbo Roberto.-----

semila Repertorio n. 30098 Raccolta n. 14072

000,00 -----AUTENTICA DI FIRMA-----

"DRA- Certifico io sottoscritto dottor Andrea Marchio Notaio in Mon-  
----- tebelluna, con studio in Viale della Vittoria n. 12/a, is

TRADEMARK

to presso il Collegio del Distretto Notarile di Treviso che i signori:-----

- PIVA Gianni, nato a Crocetta del Montello (TV) il 15 maggio 1947, residente a -----

nella sua qualità di liquidatore e legale rappresentante della società "EDIT S.R.L.", in liquidazione, con sede in Cornuda (TV), Via G. Matteotti n. 8/g,-----

- PALUMBO Roberto, nato a Montebelluna (TV) il 19 febbraio 1959, domiciliato in Montebelluna (TV), Via Roma n. 34, -----

nella sua qualità di procuratore speciale e rappresentante della società di nazionalità statunitense denominata "BUSINESSSTONE LLC", con sede in 301 East 79<sup>th</sup> Street, Suite 24-H, New York NY 10021 (Stati Uniti d'America), domiciliata in Italia in Montebelluna (TV), Via Roma n. 34, Codice Fiscale 92027190260,-----

della cui identità personale io Notaio sono certo, hanno firmato, in calce e a margine, il sujesteso atto alla mia presenza.-----

Montebelluna, Viale della Vittoria n. 12/a, il 24 (ventiquattro) ottobre 2006 (duemilasei).-----

Firmato: Andrea Marchio.-----

**TRADEMARK**

**REEL: 003683 FRAME: 0422**

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**PROCURA SPECIALE**

**SPECIAL POWER OF ATTORNEY**

La società **BUSINESSTONE LLC** con sede a 301 East 79th Street, Suite 24-H, New York, NY 10021, rappresentata dal signor John B. Foster, suo Amministratore Unico munito degli occorrenti poteri, a mezzo del presente atto

The undersigned company **BUSINESSTONE LLC** with registered office at 301 East 79th Street, Suite 24-H, New York, NY 10021 **KAFIN S.A.**, hereby represented by its Sole Director Mr. John B. Foster

nomina

hereby appoints

il dott. Roberto Palumbo, nato a Montebelluna (TV), in data 19 febbraio 1959, domiciliato in Montebelluna (TV), Via Roma 34,

Mr. Roberto Palumbo, born in Montebelluna (TV), on 19th February 1959, domiciled in Montebelluna (TV), Via Roma 34,

suo procuratore speciale, affinché a nome e per conto di essa società mandante provveda a:

in order that he may, on behalf of the company:

- acquistare i seguenti marchi ai seguenti prezzi:

- purchase the following trademarks at the following prices:

- marchio **BAKODA** al prezzo di Euro 50'000.- (euro cinquantamila);
- marchio **VENUE** al prezzo di Euro 35'000.- (euro trentacinquemila);
- marchio **DRAKE** al prezzo di Euro 250'000.- (euro duecentocinquantamila).

- trademark **BAKODA** at the price of Euro 50'000.- (euro fifty thousand);
- trademark **VENUE** at the price of Euro 35'000.- (euro thirty-five thousand);
- trademark **DRAKE** at the price of Euro 250'000.- (euro two hundred and fifty thousand).

Il procuratore è autorizzato a fare quanto altro si renderà necessario o, comunque, opportuno per l'acquisto dei suddetti marchi.

The attorney is authorised to take all necessary steps in order to purchase the above mentioned trademarks.

Il tutto con le più ampie ed assolute facoltà, con promessa sino da ora de rato et valido.

With promise of ratification.

La presente procura dev'essere valida fino al 31 dicembre 2006.

This proxy, and all of its effects, shall be valid from the date of its issue until 31st December 2006.

New York, 12 ottobre 2006

New York, 12th October 2006



**BUSINESSTONE LLC**  
  
Mr. John B. Foster  
Sole Director



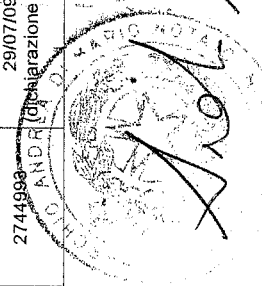




Marchi a nome  
NORTHWAVE NORTH AMERICA, INC.

S. RIF.	NAZIONE	NOME MARCHIO E CLASSI	DATA PRIORITA'	No. PRIORITA'	DATA DOMANDA	No. DOMANDA	DATA CONCESSIONE	No. CONCESSIONE	SCADENZA	NOTE
33817	CANADA	BAKODA - CL. 3, 8, 18, 28			13/04/00	105582400	09/07/02	564468	09/07/17	
33754	COMUNITARIO	BAKODA - CL. 6, 8, 18, 28	29/11/99	75/859,302	14/02/00	1506732	03/08/01	1506732	14/02/10	
33822	SVIZZERA	BAKODA - CL. 8, 18, 28			18/02/00	2000 1876		475173	18/02/10	
33818	GERMANIA	BAKODA - CL. 25, 28, 41			09/02/99	399070109	09/07/99	39907010	09/02/09	
33819	GIAPPONE	BAKODA - CL. 25			10/02/97	H09-013.456	03/07/98	4161742	03/07/08	
33820	GIAPPONE	BAKODA - CL. 28			10/02/97	H09-013.457	20/11/98	4212029	20/11/08	
33821	NORVEGIA	BAKODA - CL. 6, 8, 18, 28			29/03/00	200003744	05/07/01	209241	05/07/11	
33823	U.S.A.	BAKODA - CL. 18			29/11/99	75859302	08/05/01	2448914	08/05/07 (dichiarazione d'uso)	
33824	U.S.A.	BAKODA - CL. 8			29/11/99	75859303	08/05/01	2448915	08/05/07 (dichiarazione d'uso)	
33825	U.S.A.	BAKODA - CL. 28			29/11/99	75859304	10/07/01	2467286	10/07/07 (dichiarazione d'uso)	
33826	U.S.A.	BAKODA - CL. 9			16/07/01	78074169	10/06/03	2725902	10/06/09 (dichiarazione d'uso)	
33827	U.S.A.	BAKODA - CL. 25			16/07/01	78074170	29/07/03	2744999 (dichiarazione d'uso)	29/07/09 (dichiarazione d'uso)	

*Lim Gianini*  
*Robb*



Su incarico di Traduttori Associati, V.le della Repubblica 193/l, Treviso, la sottoscritta Elizabeth Tomlin, residente in Ponzano Veneto, Via Cattaneo n. 4, traduttrice, ha svolto la traduzione del documento che precede nei seguenti termini:

### ASSIGNMENT OF TRADEMARK

With this private document to be deemed valid to all effects and purposes of law, the undersigned, Messrs:

- Gianni PIVA, born in Crocetta del Montello (TV) on May 15, 1947, resident in Via Valcavasia No. 21, Cavaso del Tomba (TV), Social Security No. PVI GNN 47E15 C670Q, who is a party hereto in his capacity as liquidator and legal representative of the Italian company "EDIT S.R.L.", in the process of winding up, with registered office in Via G. Matteotti No. 8/g, Cornuda (TV), Italy, with paid-up capital stock of euro 155,000.00, registration number in the Treviso Register of Companies and tax code 00610700262;

- Roberto PALUMBO, born in Montebelluna (TV) on February 19, 1959, domiciled in Via Roma No. 34, Montebelluna (TV), Italy, Social Security No. PLM RRT 59B19 F443P, who is a party hereto in his capacity as agent with limited authority and representative of the United States company called "BUSINESSTONE LLC", with place of business in 301 East 79<sup>th</sup> Street, Suite 24-H, New York NY 10021 (United States of America), domiciled in Italy in Via Roma No. 34, Montebelluna (TV), Tax Code 92027190260, by virtue of the special power of attorney with authentication of signature on October 12, 2006 by the Notary Public of the Republic of Panama Mr. Diomedes Edgardo Cerrud and with the Hague apostille affixed by the Treasury Department of the Ministry of Government and Justice of the Republic of Panama on October 12, 2006 with No. 23858, which is annexed hereto under letter "A";

preamble

- whereas the company "EDIT S.R.L." is the lawful owner of the trademarks as specified in the list annexed hereto under letter "B";

- whereas the company "EDIT S.R.L." intends selling to the company "BUSINESSTONE LLC" said trademarks as specified in annex "B".

Now therefore, in consideration of the premises that are deemed an integral and substantial part hereof, the appearing parties, in their specified capacities, hereby agree and stipulate the following:

1) The company "EDIT S.R.L." sells, conveys and transfers to the company "BUSINESSTONE LLC" and "BUSINESSTONE LLC" through its representative accepts, full ownership and in any case all right, title and interest in the trademarks "BAKODA", "VENUE" and "DRAKE", as described in the annex.

REGISTERED IN  
MONTEBELLUNA  
on November 6,  
2006  
under No. 1966  
Series 2, Priv.  
Documents  
Total collected  
€ 10,050.00

Round seal of  
the Notary  
Andrea Marchio  
Signature  
illegible

2) The company "EDIT S.R.L." assures that the aforesaid trademarks are free and clear of any third party interests, liens or encumbrances, claims or other rights or restrictions whatsoever.

3) The price of this assignment has been agreed between the parties at euro 335,000.00 (three hundred and thirty-five point zero zero), 50,000.00 (fifty thousand point zero zero) of which for the trademark "BAKODA", 35,000.00 (thirty-five thousand point zero zero) for the trademark "VENUE" and 250,000.00 (two hundred and fifty thousand point zero zero) for the trademark "DRAKE".

The price of the assignment as agreed above will be paid by the assignee to the assignor within 60 (sixty) days from today.

4) The company "EDIT S.R.L." undertakes to carry out all the necessary formalities for the registration of this agreement at the Italian Patents and Trademarks Office (UIBM) in Rome, the World Intellectual Property Organization for (WIPO) and the Office for Harmonization in the Internal Market (OHIM), as well as with all relevant bodies.

5) This subject matter hereof is the assignment of solely the Trademarks, all and any presumption of transfer of business related to the same being excluded.

6) The deed costs for this document as well as the expenses related to the registrations of the Trademarks referred to hereabove, are the responsibility of the assignor.

This document is exempt from VAT pursuant to point 2 of the second paragraph of section 3 to be considered in conjunction with paragraph 4 of section 7 of the Italian Presidential Decree No. 633 of October 26, 1972.

This document will remain filed with the Notary that will authenticate the signatures hereto.

Signed: Gianni Piva, Roberto Palumbo.

Index No. 300989

File No. 14072

#### CERTIFICATION OF SIGNATURE

I, the undersigned, Mr. Andrea Marchio, Notary Public in Montebelluna, with office in Viale della Vittoria No. 12/a, duly admitted to the Notary Board of Treviso, do hereby certify that Messrs:

- Gianni PIVA, born in Crocetta del Montello (TV) on May 15, 1947, resident in ----- in his capacity as liquidator and legal representative of the company "EDIT S.R.L.", in the process of winding up, with registered office in Via G. Matteotti No. 8/g, Cornuda (TV),

- Roberto PALUMBO, born in Montebelluna (TV) on February 19, 1959, domiciled in Via Roma No. 34, Montebelluna (TV), Italy,

in his capacity as agent with limited authority and representative of the United States company called "BUSINESSTONE LLC", with place of business in 301 East 79<sup>th</sup> Street, Suite 24-H, New York NY 10021 (United States of America), domiciled in Italy in Via Roma No. 34, Montebelluna (TV), Tax Code 92027190260

of whose personal identity I, a Notary, have satisfied myself, have signed the foregoing agreement in my presence at the foot and in the margin thereof.

Viale della Vittoria No. 12/a, Montebelluna, on October 24 (twenty-four) 2006 (two thousand and six).

In witness whereof: Andrea Marchio.

Annex A to file No. 14072

SPECIAL POWER OF ATTORNEY

The undersigned company BUSINESSSTONE LLC with place of business at 301 East 79<sup>th</sup> Street, Suite 24-H, New York, NY 10021 hereby represented by its duly empowered Sole Director Mr. John B. Foster

hereby appoints

Mr. Roberto Palumbo, born in Montebelluna (TV) Italy, on February 19, 1959, domiciled in Via Roma 34, Montebelluna (TV),

as their agent with limited authority in order that he may in the name of and on account of said company:

- purchase the following trademarks at the following prices:
  - trademark BAKODA at the price of Euro 50,000 (fifty thousand euro);
  - trademark VENUE at the price of Euro 35,000 (thirty-five thousand euro);
  - trademark DRAKE at the price of Euro 250,000 (two hundred and fifty thousand euro).

The agent with limited authority is authorized to perform every other act that may be necessary or appropriate for purchasing the aforesaid trademarks.

The foregoing with the fullest and absolute powers, with promise forthwith of validation and ratification.

This power of attorney shall be valid until December 31, 2006.

New York, October 12, 2006

BUSINESSSTONE LLC

Signature illegible

Mr. John B. Foster

Sole Director

I, Mr. DIOMEDES EDGARDO CERRUD, Notary Public of the Fifth District of Panama,  
with Certificate No. 8-171-301

hereby CERTIFY

that the foregoing signature of **JOHN B. FOSTER**

has been acknowledged as his by the undersigned, said signature is therefore authenticated.

Panama, Oct. 12, 2006

Witness

Signature illegible

Witness

Signature illegible

Diomedes Edgardo Cerrud  
Notary Public Fifth District  
Signature illegible

Round seal of the Notary

APOSTILLE (Convention de La Haye du 5 Octobre 1961)

1 Country PANAMA

This public document

2 has been signed by Diomed E. Cerrud

3 acting in the capacity of Notary

4 it bears the stamp of -

CERTIFIED

5 in Panama, on the October 12, 2006

6 by the administrative employee

7 under No. 23858

9 Stamp illegible 10 Signature illegible

Round stamp of the Department of Government and Justice, Republic of Panama  
with the writing "This certification does not imply responsibility for the contents of the  
document".

TRADEMARK

REEL: 003683 FRAME: 0430

Trademarks in the name of  
**NORTHWAVE NORTH AMERICA, INC.**

OUR REF.	COUNTRY	TRADEMARK NAME AND CLASSES	PRIORITY DATE	PRIORITY No.	APPLICATION DATE	APPLICATION No.	DATE GRANTED	REGISTERED No.	EXPIRY	NOTES
233817	CANADA	BAKODA - CL. 3, 8, 18, 28			04/13/00	105382400	07/09/02	564468	07/09/17	
233754	EC	BAKODA - CL. 6, 8, 18, 28	11/29/99	75/859,302	02/14/00	1506732	08/03/01	1506732	02/14/10	
233822	SWITZERLAND	BAKODA - CL. 8, 18, 28			02/18/00	2000 1876		475173	02/18/10	
233818	GERMANY	BAKODA - CL. 25, 28, 41			02/09/99	399070109	07/09/99	39907010	02/09/09	
233819	JAPAN	BAKODA - CL. 25			02/10/97	H09-013.456	07/03/98	4161742	07/03/08	
233820	JAPAN	BAKODA - CL. 28			02/10/97	H09-013.457	11/20/98	4212029	11/20/08	
233821	NORWAY	BAKODA - CL. 6, 8, 18, 28			03/29/00	200003744	07/05/01	209241	07/05/11	
233823	U.S.A.	BAKODA - CL. 18			11/29/99	75859302	05/08/01	2448914	05/08/07 (declaration of use)	
233824	U.S.A.	BAKODA - CL. 8			11/29/99	75859303	05/08/01	2448915	05/08/07 (declaration of use)	
233825	U.S.A.	BAKODA - CL. 28			11/29/99	75859304	07/10/01	2467286	07/10/07 (declaration of use)	
233826	U.S.A.	BAKODA - CL. 9			07/16/01	78074169	06/10/03	2725902	06/10/09 (declaration of use)	
233827	U.S.A.	BAKODA - CL. 25			07/16/01	78074170	07/29/03	2744993	07/29/09 (declaration of use)	

3 illegible signatures  
 Round stamp of the Notary Marchio