

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MDI, Inc.		08/25/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Monitor Dynamics, Inc.
Street Address:	12500 Network Blvd.
Internal Address:	Suite 306
City:	San Antonio
State/Country:	TEXAS
Postal Code:	78249
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	3007746	MONITOR DYNAMICS
Registration Number:	2939967	POINTGUARD
Registration Number:	1483177	SAFENET
Registration Number:	3181752	SAFENET ITRUST
Registration Number:	3262304	SAFENET ITRUST
Registration Number:	3460147	LEARNSAFE
Registration Number:	3460234	LEARNSAFE
Registration Number:	3456270	LIVESAFE
Registration Number:	3456271	PLAYSAFE
Registration Number:	3456269	WORKSAFE
Registration Number:	3510817	LEARN SAFE WWW.LEARNSAFE.ORG
Registration Number:	1799151	ASL
Registration Number:	1975415	REMOTEWATCH

OP \$365.00 3007746

Registration Number:

2763960

REMOTEWATCH XPERIENCE

CORRESPONDENCE DATA

Fax Number: (210)579-1554

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: Richard.Larsen@MonitorDynamicsInc.com

Correspondent Name: Richard A. Larsen

Address Line 1: 12500 Network Blvd.

Address Line 2: Suite 306

Address Line 4: San Antonio, TEXAS 78249

NAME OF SUBMITTER:

Richard A. Larsen

Signature:

/Richard A. Larsen/

Date:

09/14/2009

Total Attachments: 3

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TRADEMARK ASSIGNMENT

WHEREAS, MDI, INC. (the "Assignor"), is the sole and exclusive owner of the trademarks listed on SCHEDULE A hereto (hereinafter called "Assigned Marks"), and of the goodwill of the business symbolized by such trademarks; and

WHEREAS, MONITOR DYNAMICS, INC., a Texas corporation, or its assign, (the "Assignee"), desires to acquire said trademarks and any and all registrations and applications therefor and their associated goodwill;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby sells, assigns, transfers and conveys unto the Assignee, its successors and assigns or their legal representatives, (a) the entire right, title and interest of the Assignor in and to the Assigned Marks and all extensions and renewals thereof, together with the goodwill of the business in connection with which the Assigned Marks are and have been used, and (b) all rights, interests, claims, demands, and damages, recoverable in law or in equity, that the Assignor has or may have in profits and damages for past and future infringements of the Assigned Marks, including, without limitation, the right to compromise, sue for and collect said profits and damages; the same to be held and enjoyed by the Assignee, its successors and assigns or their legal representatives, as fully and entirely as the same might or could have been held and enjoyed by the Assignor had this Assignment and sale not been made.

Assignor hereby agrees to execute and deliver, at the request of Assignee, all papers, instruments and assignments, and to perform any other reasonable acts Assignee may request from time to time in order to better vest the entire right, title and interest in, to and under the Assigned Marks in Assignee forever, and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, in its sole discretion, to the extent such evidence is in the possession or control of Assignor.

IN WITNESS WHEREOF, MDI, INC. has signed this instrument this 25th day of August, 2009.

MDI, INC.:

By:

Name: J. Collier Sparks

Title: President

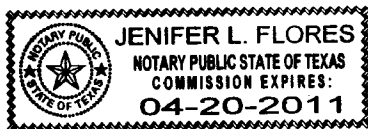
WITNESS:

(signature)

Richard A. Larsen

(type or print name)

Jenifer L Flores



ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF BEXAR

BE IT KNOWN, that on this 25th day of August, 2009, before me, the undersigned authority, duly commissioned, qualified and sworn within and for the State and County aforesaid, personally came and appeared J. Collier Sparks appearing herein in the capacity of President, of MDI, Inc. to me personally known to be the identical person whose name is subscribed on the foregoing instrument as the said officer of said corporation and who declared and acknowledged unto me, Notary, in the presence of the undersigned competent witnesses that he/she executed the same on behalf of said corporation, and that said instrument is the free act and deed of said corporation for the uses, purposes and benefits therein expressed.

WITNESSES:

Richard A. Larsen
(signature of witness)

RICHARD A. LARSEN
(type or print name)

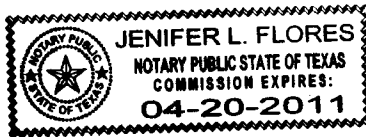
MDI, INC:

By: *J. Collier Sparks*

Name: J. Collier Sparks

Title: President

Jenifer L. Flores
NOTARY PUBLIC



SCHEDULE A

MONITOR DYNAMICS	U.S.	78160837 RN 3,007,746	®	10/18/05 Registered
POINTGUARD	U.S.	78371488 RN2,939,967	®	4/12/05 Registered
SAFENET	U.S.	73662525 RN 1483177	®	4/5/1988 Registered
SAFENET ITRUST	U.S.	78561612 RN 3,181,752	®	12/5/06 Registered
SAFENET ITRUST	U.S.	78557944 RN 3,262,304	®	7/10/07 Registered
LEARNSAFE	U.S.	77/067,327 RN3460147	®	7/8/2008 Registered Class 9
LEARNSAFE	U.S.	77120969 RN 3460234	®	7/8/2008 Registered Class 42
LIVESAFE	U.S.	77/067,402 RN3456270	®	7/1/2008 Registered Class 41
PLAYSAFE	U.S.	77/067,427 RN3456271	®	7/1/2008 Registered
WORKSAFE	U.S.	77/067,356 RN3456269	®	7/1/2008 Registered
LEARNSAFE "Shield" & Design www.learnsafe.org	US	77/255,145 RN3510817	®	7/22/2008 Registered Class 41
ASL	U.S.	1,799,151	®	10/19/93 Registered
REMOTEWATCH	U.S.	1,975,415	®	5/21/96 Registered
REMOTEWATCH XPERIENCE	U.S.	2,763,960	®	9/16/03 Registered