

MWD
5-8-98

05-29-1998



100721883

FOR RECORDATION ONLY

the attached original documents or copy thereof.
name and address of receiving party(ies):

To the Commission

1. Name of conveying party

SOFTWARE PRODUCTIVITY CONSORTIUM, LTD.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

Name: ANDREA ELECTRONICS CORPORATION

Street Address: 11-40 45th Road

Long Island City, New York 11101

City: _____ Country: _____ ZIP: _____

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Execution Date: May 7, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

05/28/1998 DCOATES 00000196 1699750
01 FC:481

Additional numbers attached?

B. Trademark Registration No.(s)

1,699,750

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Thomas J. Kowalski, Esq.
Frommer Lawrence & Haug LLP
745 Fifth Avenue, New York, NY 10151
Telephone No.: (212) 588-0800
Facsimile No.: (212) 588-0500

6. Number of applications and registrations involved:
1

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number

50-0320

(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.

I, MARC ASPERAS

Reg No 37274

Marc Asperas
Signature

May 8/1998
Date

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

STATE OF VIRGINIA

COUNTY OF Fairfax

ASSIGNMENT

For and in consideration of the sum of One Dollar (\$1.00) paid by Andrea Electronics Corporation, having a place of business at 11-40 45th Road, Long Island City, New York 11101, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Software Productivity Consortium NFP, Inc., a Virginia non-profit corporation as successor in interest of Software Productivity Consortium, Ltd., a Delaware limited partnership, having a place of business at 2214 Rock Hill Road, Herndon, Virginia 22070, hereby sells, assigns, transfers and conveys to Andrea Electronics Corporation, any and all rights, title and interest assignor may now have or has ever had in and to the trademark ANDREA, including common law rights and all rights in and to U.S. Registration No. 1,699,750 registered on July 7, 1992, together with any and all good will associated therewith.

Software Productivity Consortium NFP, Inc.

By: Robert Glaser
Title: Vice President

Before me this 6th day of May, 1998.

Kim Kirby
Notary Public
My Commission expires 8-31-00