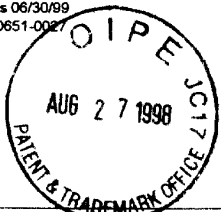


09-08-1998



MD
8-27-98



100823703

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association

Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

09/03/1998 JSHWBAZZ 00000125 1097990

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
100.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number *or* the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1097990"/>	<input type="text" value="1192455"/>	<input type="text" value="1713171"/>
<input type="text" value="907880"/>	<input type="text" value="1031420"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing

Michael J. Wolfson, Esq.

Signature



Date Signed

8/5/98

TERMINATION OF ASSIGNMENT OF TRADEMARKS

Reference is made to an Assignment of Trademarks (as Collateral) by and between Excel/Quantronix, Inc. (the "Company") and USTrust (the "Bank") dated as of June 30, 1994, as amended by an Amendment to Assignment of Trademarks dated as of March 31, 1995, and as further amended by a Second Amendment to Assignment of Trademarks dated as of October 23, 1995 (the "Assignment").

WHEREAS, the Assignment was granted by the Company to the Bank in conjunction with certain loan transactions between the Company and its affiliates and the Bank;

WHEREAS, all indebtedness of the Company and its affiliates to the Bank have this date been satisfied in full;

WHEREAS, the parties desire to terminate the Assignment.

NOW, THEREFORE, for one dollar and other good and valuable consideration, the parties to the Assignment hereby agree that the Assignment is hereby terminated and the Bank hereby reassigns back to Company (without warranty or representation, and without recourse in any event), all rights or interest it may have in and to any of the trademarks and the good will associated therewith collaterally assigned to it pursuant to thereto, including but not limited to, the trademarks referred to on Schedule I attached hereto and incorporated herein by reference.

IN WITNESS HEREOF, the parties have executed this Termination Agreement on this 6th day of August, 1998.

EXCEL/QUANTRONIX, INC.

By: 

USTRUST

By: 

Thomas F. Macina, Vice President

ACKNOWLEDGMENTS

STATE OF ~~MASSACHUSETTS~~)
COUNTY OF NEW YORK)

On this 6th day of August, 1998 before me appeared J. DONALD HILL, to me personally known, who, being by me duly sworn, did depose and say that he is the VICE PRESIDENT of Excel/Quantronix, Inc., the corporation named in and which executed the foregoing instrument in writing, and that said instrument was signed by him on behalf of said corporation; and said _____ acknowledged said instrument to be the free and authorized act and deed of said corporation.

Donna Murphy
Notary Public
My Commission Expires DECEMBER 31, 1998
Notary Public, State of New York
No. 41-4775705
Qualified in Queens County
Certificate Filed in New York County
Term Expires SEP 19, 1998

STATE OF MASSACHUSETTS)
COUNTY OF Suffolk)

On this 6th day of August, 1998 before me appeared Thomas F. Macina, to me personally known, who, being by me duly sworn, did depose and say that he is the Vice President of USTrust, the trust company named in and which executed the foregoing instrument in writing, and that said instrument was signed by him on behalf of said trust company; and said Thomas F. Macina acknowledged said instrument to be the free and authorized act and deed of said trust company.

Maryanne Funderger
Notary Public
My Commission Expires MARYANNE FUNDERGER
Notary Public
Comm. Expires Mar. 13, 2003

(Seal)

**SCHEDULE I TO
ASSIGNMENT OF TRADEMARKS**

Trademarks and Service Marks and Applications therefor:

<u>Owner</u>	<u>Country Jurisdiction</u>	<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Excel/Quantronix, Inc.	USA	QUANTRONIX	1,097,990	08/01/76
Excel/Quantronix, Inc.	USA	EPITHERM	1,192,455	03/23/82
Excel/Quantronix, Inc.	Japan	QUANTRONIX	1,260,713	04/01/77

**SCHEDULE I (SUPPLEMENTAL)
TO AMENDMENT TO ASSIGNMENT
OF TRADEMARKS**

Trademarks and Service Marks and Applications therefor:

<u>Owner</u>	<u>Country Jurisdiction</u>	<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Excel/Quantronix, Inc.	USA	Quantronix logo	1,713,171	9/06/92
Excel/Quantronix, Inc.	USA	Quantronix	907,880	2/16/71
Excel/Quantronix, Inc.	USA	Quantronix Corp.	1,031,420	1/27/76