

02-16-2000

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OPR/FINANCE RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

1-14-00

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
- Merger
Effective Date
Month Day Year
12 06 1999
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name USAR Systems Incorporated

12 06 1999

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 USARSYS Acquisition Corp.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 568 Broadway

Address (line 2) _____

Address (line 3) New York

New York

10012

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other _____

Citizenship/State of Incorporation/Organization _____

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.)

02/15/2000 TTON11 00000089 160752 2257171

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 75.00 CH

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

TRADEMARK

REEL: 002021 FRAME: 0936

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)

Registration Number(s)

<input type="text" value="11-17727"/>	<input type="text" value="1090976"/>	<input type="text"/>
(Japanese)	(European Community)	
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,257,171"/>	<input type="text" value="2,287,800"/>	<input type="text"/>
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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:

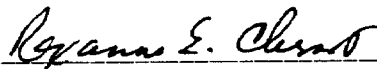
Yes

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.

Roxanne E. Christ, Esq.



12/28/99

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

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City

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Zip Code

Individual General Partnership Limited Partnership

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Trademark Application Number(s)

Registration Number(s)

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INTELLECTUAL PROPERTY ASSIGNMENT

This Intellectual Property Assignment ("Assignment") is entered into as of December 6, 1999 by and among USARSYS Acquisition Corp., a Delaware corporation ("Newco"), and USAR Systems Incorporated, a New York corporation (the "Company").

In consideration of the mutual promises and other considerations of a certain Agreement and Plan of Merger executed on even date, it is agreed that the Company hereby assigns to Newco all of its right, title and interest in and to all of its intellectual property, including but not limited to its ownership or any other license or interest in patents, patent applications, copyrights, copyright registrations, trademarks, trade names, trademark registrations, and goodwill associated therewith, domestic and foreign, and further including, but not limited to, the following:

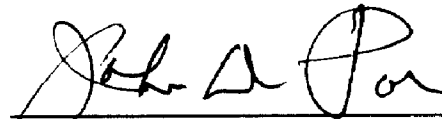
1. US Pat. No. Des. 356,075, issued March 7, 1995, entitled Children's keyboard;
2. US Pat. No. 5,585,792 issued December 17, 1996, entitled Energy-saving keyboard;
3. US Pat. No. 5,860,099 issued January 12, 1999, entitled Stored program system with protected memory and secure signature extraction;
4. US Pat. No. 5,874,938 issued February 23, 1999, entitled Pointing device with reduced component count;
5. US Trademark Registration Number 2,257,171 registered June 29, 1999 for USAR;
6. US Trademark Registration Number 2,287,800 registered October 19, 1999 for "U" design;
7. US Copyright Registration Number TXu617395 registered 11/15/94, entitled KeyCoder UR5HCFJ4 : revision 3.1;
8. US Copyright Registration Number TXu900804 registered April 26, 1999, entitled Pixi Z UR7HCPXZ-P440-FG;
9. US Copyright Registration Number TXu903185 registered May 18, 1999, entitled UR3HCMHS;

10. International Patent Application No. PCT/US98/14325 filed July 9, 1998, entitled Clock stretcher and level shifter with small component count and low power consumption;
11. International Patent Application No. PCT/US98/22132 filed October 20, 1998, entitled Improved voltaic pile with charge equalizing system;
12. US Patent Application No. 09/157,739 filed September 21, 1998, entitled Pointing device with reduced component count;
13. US Patent Application No. 09/227,430 filed January 8, 1999, entitled Microcontroller with secure signature extraction;
14. US Patent Application No. 60/121,913 filed February 26, 1999 entitled Power conservation with a synchronous master-slave serial data bus;
15. Japanese trademark application no. 11-17727 filed March 1, 1999 for "U" design; and
16. European Community trademark application no. 1090976 filed March 1, 1999 for "U" design.

The Company further agrees to execute any and all additional papers as may reasonably be required to further the assignments recited above.

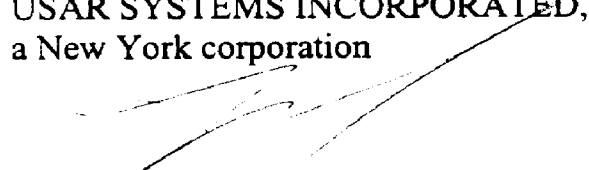
IN WITNESS WHEREOF, the parties have duly executed, or have caused this Agreement to be duly executed on their behalf, as of the day and year first above written.

USARSYS ACQUISITION CORP.,
a Delaware corporation



By:
Title:

USAR SYSTEMS INCORPORATED,
a New York corporation




By: John Milios (a/k/a Yannis Milios
a/k/a Ioannis Milios), President

ACKNOWLEDGEMENTS

STATE OF New York)
) SS.:
COUNTY OF Putnam)

The foregoing instrument was acknowledged before me this 17 day of December, 1999, by John Milios (a/k/a Yannis Milios, a/k/a Ioannis Milios), President of USAR Systems Incorporated, a corporation under the laws of the State of New York.



Notary Public

LAWRENCE R. MEHRINGER
NOTARY PUBLIC, State of New York
No. 31-4946259
Qualified in New York County
Commission Expires April 17, 1999

LAW OFFICES OF
PAUL, HASTINGS, JANOFSKY & WALKER LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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TELEPHONE (03) 3586-4711

1299 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004-2400
TELEPHONE (202) 508-9500

January 10, 2000

WRITER'S DIRECT ACCESS

OUR FILE NO.

(213) 683-6367
nchristy@phjw.com

11328.33947

BY CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Re: Recordation of Trademark Documents

Dear Sir or Madam:

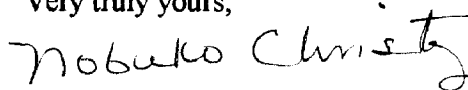
For the recordation of assignment of various United States trademarks and trademark applications, please find enclosed the following documents:

- (1) Trademark Recordation Form Cover Sheet;
- (2) Intellectual Property Assignment; and
- (3) A Paul, Hastings, Janofsky & Walker LLP check in the amount of \$160.00 for the applicable filing fee. We request that you charge any deficiencies or credit any overpayments to Paul, Hastings, Janofsky & Walker's Deposit Account Number 16-0752.

Please record the above documents and amend your records to reflect such assignments. Kindly acknowledge your receipt of the above documents by date stamping and returning the enclosed copy of this letter to me in the self-addressed stamped envelope provided herein.

Thank you for your cooperation and please call Roxanne Christ at (213) 683-6270 or me at the above telephone number for any questions regarding this matter.

Very truly yours,



Nobuko Christy
Paralegal

Enclosures

cc: Roxanne E. Christ, Esq.
LA/505440.1

RECORDED: 01/14/2000

TRADEMARK
REEL: 002021 FRAME: 0942