

08-14-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Xerox Corporation 7-30-01

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

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

2. Name and address of receiving party(ies)

Name: ContentGuard Holdings, Inc.

Internal Address: Suite 205-M

Street Address: 103 Foulk Road

City: Wilmington State: DE Zip: 19803

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: 1/31/2000

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

A. Trademark Application No.(s)

75/660855
75/913344

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Margaret A. Williams

Internal Address: _____

Street Address: 800 Long Ridge Road

P.O. Box 1600

City: Stamford State: CT Zip: 06904

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

240035

(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.

Margaret A. Williams
Name of Person Signing

Margaret A. Williams
Signature

7/27/01
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002347 FRAME: 0503

08/13/2001 LNWELLER 0000200 240035 75660855

01 FC:461 40.00 CH
02 FC:462 25.00 CH


TM

ASSIGNMENT OF TRADEMARKS

KNOW ALL MEN BY THESE PRESENTS, that XEROX CORPORATION, a New York corporation (XEROX), in consideration of the sum of one dollar and other good and valuable consideration, to it in hand paid on or about the time of the delivery of these presents, the receipt whereof is hereby acknowledged, and pursuant to that certain Intellectual Property License Agreement effective January 31, 2000 by and between the parties, has sold, assigned, transferred and set over and by these presents does sell, assign, transfer and set over unto CONTENTGUARD HOLDINGS, INC., a Delaware corporation (CGH), all and any right, title and interest which XEROX may have in and to the trademark applications listed in Appendix A attached hereto and made a part hereof; together with the good will of the business with in which these marks are used.

IN WITNESS WHEREOF, XEROX has caused this Assignment to be executed by its duly authorized officer effective January 31, 2000.

XEROX CORPORATION

By: 

Barry D. Romeril
Vice Chairman and Chief Financial Officer

APPENDIX A

Trademark: ContentGuard

<u>Country</u>	<u>Class</u>	<u>Application Number</u>
U.S.	35, 42	75/660855
U.S.	9	75/913344