

09-18-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

Tab settings

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

1. Name of conveying party(ies):

N. J. Semiconductor Products, Inc

2001

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

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

2. Name and address of receiving party(ies)

Name: NTE

Internal

Address:

Street Address: 44 Farrand Street

City: Bloomfield State: NJ Zip: 07003

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New Jersey 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 (Bill of Sale) Merger Security Agreement Change of Name Other

Execution Date: January 19, 2001

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

A. Trademark Application No.(s) 75/544,593

B. Trademark Registration No.(s) 2,436,270

Additional number(s) attached Yes No

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

Name: Caesar, Rivise, Bernstein, Cohen & Pokotilow, Ltd

Internal Address: Attn.: David M. Tener

Street Address: 12th Floor, Seven Penn Center 1635 Market Street

City: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 80.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

03-0075

(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.

David M. Tener

Name of Person Signing

Signature

September 10, 2001

Date

6

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

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

09/17/2001 01 FC:481 02 FC:482

40.00 CH 25.00 CH

TRADEMARK REEL: 002368 FRAME: 0494

BILL OF SALE

THIS BILL OF SALE, dated as of January 19, 2001, between N.J. SEMI-CONDUCTOR PRODUCTS, INC., A New Jersey Corporation, ("Seller"), and NTE OF BLOOMFIELD, A New Jersey Corporation, ("Buyer"), provides:

In consideration of the conveyance made herein, the consideration received therefore by the Seller, and other good and valuable consideration, the receipt and legal sufficiency of all of which are hereby acknowledged, the parties agree as follows:

1. Seller hereby grants, bargains, sells, assigns, quitclaims, transfers, sets over and delivers to the Buyer all of Seller's right, title and interest in and to the items of personal property listed in Exhibit "A" attached hereto, which are located in the ECG portion of premises located at 1001 Snapps Ferry Road, Greeneville, Tennessee 37744, which are used in connection with the Seller's ECG Products business.

2. The Seller shall sign, execute and deliver, or cause to be signed, executed and delivered, and do or make, or cause to be

done or made, upon the reasonable request of the Buyer, any and all agreements, instruments, papers, deeds, acts or things, supplemental, confirmatory or otherwise, as may be reasonably required by the Buyer for the purpose of or in connection with acquiring or more effectively vesting in the Buyer or evidencing the vesting in the Buyer of all of the right, title and interest of the Seller in and to the Personal Property.

3. Seller warrants that the Personal Property shall be sold to Buyer free and clear of any claims of creditors of Sellers. Otherwise, the Personal Property being sold by this Bill of Sale is being purchased by Buyer "AS IS, WHERE IS" and "WITH ALL FAULTS" and the Buyer acknowledges that no warranties of merchantability or fitness for any particular purpose are to be implied in this transaction or in any way imputed to the Seller, and Seller shall indemnify and hold Buyer harmless from and all claims or actions of any subsequent purchaser of such goods from Buyer.

4. This Bill of Sale shall be governed by, and construed and interpreted under, the law of the State of New Jersey without reference to conflicts of laws principles.

5. This Bill of Sale shall bind and inure to the benefit of

the parties hereto and their respective successors and assigns.

6. The purchase price for the assets set forth in Exhibit "A" is as follows:

a. All physical inventory used by Seller for its ECG Products business currently on hand at 1001 Snapps Ferry Road, Greeneville, Tennessee 37744, **Two Hundred Fifty Thousand (\$250,000.00) Dollars.**

b. All equipment used by Seller for its ECG Products business currently located at 1001 Snapps Ferry Road, Greeneville, Tennessee 37744, including Clean & Brand and Quality Equipment, **Two Hundred Seventy-Five Thousand (\$275,000.00) Dollars.**

c. All library materials, vendor and customer information and cross-reference related databases used by the Seller in its ECG Products business, **Four Hundred Seventy-Five Thousand (\$475,000.00) Dollars.**

d. The ECG trademark and trade name, the goodwill associated therewith, subject to the terms and conditions set out in the Contract between the parties, and all content of the ECG

Products related website located at www.ecgproducts.com, One

Million (\$1,000,000.00) Dollars.

SELLER:

N.J. SEMI-CONDUCTOR PRODUCTS,
INC., A New Jersey Corporation

BY: 

ROBERT HILDEBRANDT

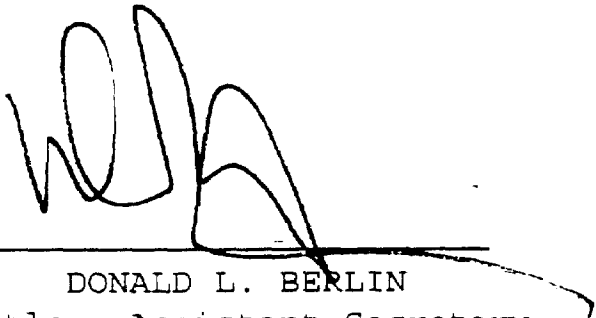
Title: President

BUYER:

NTE OF BLOOMFIELD

BY: 

Title: President


DONALD L. BERLIN

Title: Assistant Secretary

Title: Secretary

EXHIBIT "A"

(List of Personal Property)

1. All physical inventory used by Seller for its ECG Products business currently on hand at 1001 Snapps Ferry Road, Greeneville, Tennessee 37744.

2. All equipment used by Seller for its ECG Products business currently located at 1001 Snapps Ferry Road, Greeneville, Tennessee 37744, including Clean & Brand and Quality Equipment.

3. All library maters, vendor and customer information and cross reference related databases used by Seller in its ECG Products business.

4. All contents of the ECG Products related website located at www.ecgproducts.com.

5. The ECG trademark and trade name and the goodwill associated therewith, subject to the terms and conditions set out in the contract between the parties.