



ET

101896466

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

<p>1. Name of conveying party(ies):</p> <p>Meyers Parking System, Inc. <i>11-13-01</i> (a New York corporation)</p>	<p>2. Name and address of receiving party(ies):</p> <p>Meyers Parking, Inc. 441 Lexington Avenue New York, New York 10017</p>								
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: October 10, 2001</p>	<p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation-State: New York <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes; <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p>								
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p>	<p>B. Trademark Registration No.(s):</p> <table border="0"> <tr> <td>2,323,736</td> <td>2,434,566</td> <td>1,142,907</td> <td></td> </tr> <tr> <td>1,142,850</td> <td>1,136,433</td> <td>1,136,404</td> <td>681,976</td> </tr> </table>	2,323,736	2,434,566	1,142,907		1,142,850	1,136,433	1,136,404	681,976
2,323,736	2,434,566	1,142,907							
1,142,850	1,136,433	1,136,404	681,976						
<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p>Margaret A. Delacruz, Legal Assistant Morgan, Lewis & Bockius LLP Attn: TMSU 1800 M Street, N.W. Washington, D.C. 20036</p> <p>Telephone: 202-467-7738 Facsimile: 202-467-7176 E-Mail: mdelacruz@morganlewis.com</p>	<p>6. Total number of applications and registrations involved: 7</p> <p>7. Total fee (37 CFR 3.41) Cal. <u>1</u> x \$40.00 = \$ 40.00 <u>6</u> x \$25.00 = \$ 150.00 Total \$ 190.00</p> <p><input checked="" type="checkbox"/> Check enclosed – Authorized to charge deficiencies to deposit account</p> <p>8. Deposit account number: DA 13-4520</p>								

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. Delacruz
Name of Person Signing

Margaret A. Delacruz
Signature

November 13, 2001
Date

Total number of pages including cover sheet, attachments and document: **7**

11/15/2001 DBYRNE 00000095 2323736

01 FC:481
02 FC:482

40.00 DP
150.00 DP

Intellectual Property Assignment Agreement

INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT (this "Agreement"), dated October 10, 2001, by Meyers Parking System, Inc. ("Assignor"), and Meyers Parking, Inc. ("Assignee") (Assignor and Assignee may collectively be referred to as the "Parties").

RECITALS

A. Pursuant to the Agreement and Plan of Reorganization dated as of June 20, 2001 between Assignor, Assignee, Allan S. Gordon and the Estate of Edward S. Gordon, deceased, Assignor shall transfer to Assignee, among other things, all of its right, title and interest in and to certain assets and properties relating to its parking business (the "Assets").

B. In order for Assignee to continue the uninterrupted operation of the Assets, Assignee requires ownership of certain intellectual property of Assignor.

C. Assignor owns all right, title and interest in and to various trademarks and service marks used, or held for use, in connection with the Assets, including, but not limited to, (a) those listed on the attached Schedule 1, (b) any pending applications for registration or registrations therefor, whether in, or outside of, the United States, and (c) the goodwill appurtenant thereto (collectively, the "Marks").

D. Assignor is a party to various agreements which include intellectual property licenses granted to third parties for use of the Marks (collectively, the "Licenses").

E. Assignee desires to acquire all right, title, and interest in and to the Marks, and Assignor's rights and obligations under the Licenses.

F. Assignee is the successor to a portion of the business of Assignor to which the Marks and Licenses pertain, and such business is ongoing and existing.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby assigns to Assignee all of its right, title, and interest in and to the Marks and its rights and obligations under the Licenses. All rights and privileges, including the right to sue for and receive all damages from past infringements of the Marks or the Licenses shall be held and enjoyed by Assignee, its successors and assigns.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by a duly authorized representative as of the date hereof.

MEYERS PARKING SYSTEM, INC.

By: 

Name: Anthony M. Saytanides
Title: President

MEYERS PARKING, INC.

By: 

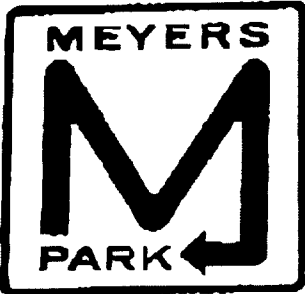
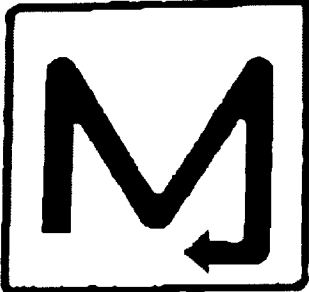
Name: Anthony M. Saytanides
Title: President


SCHEDULE 1



[TRADEMARKS/SERVICE MARKS]

See Attached.

SCHEDULE 1 - TRADEMARKS

Mark	Serial No. Filing Date	Registration No. Registration Date
<p>M MEYERS PARK Plus Design</p> 	<p>75/607,292 December 17, 1998</p>	<p>2,323,736 February 29, 2000</p>
<p>M Plus Design</p> 	<p>75/607,291 December 17, 1998</p>	<p>2,434,566 March 13, 2001</p>
<p>MEYERS PARKING SYSTEM</p>	<p>73/211,078 April 9, 1979</p>	<p>1,142,907 December 9, 1980</p>

Mark	Serial No. Filing Date	Registration No. Registration Date
MEYERS PARKING SYSTEM	73/211,077 April 9, 1979	1,142,850 December 9, 1980
MEYERS PARK M Plus Design 	73/194,377 November 24, 1978	1,136,453 May 27, 1980

Mark	Serial No. Filing Date	Registration No. Registration Date
<p>MYERS PARK M Plus Design</p> 	<p>73/194,376 November 24, 1978</p>	<p>1,136,404 May 27, 1980</p>
<p>MEYERS BROS PARKING SYSTEM Plus Design</p> 	<p>71/696,897 October 21, 1955</p>	<p>681,976* July 14, 1959</p> <p>*Registration expired 12/29/00</p>