

11-12-1998

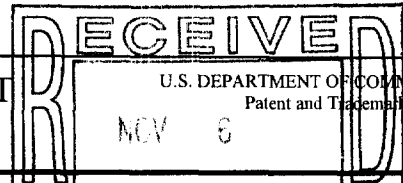
FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 Exp. 4/98

REC



100875603

HEET



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

1. Name of conveying party(ies):
F3 Software Corporation

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

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: **Keyfile Corporation**

Internal Address: _____

Street Address: **22 Cotton Road**

City: **Nashua** State: **NH** ZIP: **03063**

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,673,259 and 1,702,899

Additional numbers attached? Yes No

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

Name: **David S. Rosenthal, Esq.**
Internal Address: **Hutchins, Wheeler & Dittmar**

Street Address: **101 Federal Street**

City: **Boston** State: **MA** ZIP: **02110**

6. Total number of applications and registration involved:.....

2

7. Total fee (37 CFR 3.41)\$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attached duplicate copy of this page if paying by deposit account)

11/09/1998 ISN08077 00000102 1673259

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

Robin L'Homme, Asst. Secretary
Name of Person Signing

Signature

November 4, 1998
Date

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

4

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

TRADEMARK
REEL: 1811 FRAME: 0516

SERVICEMARK AND TRADEMARK ASSIGNMENT

WHEREAS, F3 Software Corporation, a Delaware corporation ("F3"), has adopted, used, and is the owner of the trademarks and servicemarks listed on Schedule A attached hereto and the United States registrations or applications for registrations thereof, and

WHEREAS, Keyfile Corporation, a Delaware corporation ("Keyfile"), is purchasing and acquiring from F3 certain of the assets of F3 in accordance with a certain Asset Purchase Agreement dated as of October 2, 1998, by and between F3 and Keyfile, including all right, title and interest in, to and under the trademarks and servicemarks listed on the attached Schedule A, the goodwill of the business symbolized by the marks, and the registrations and applications for registration thereof;


NOW, THEREFORE, in consideration of the above premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, F3 does hereby assign to Keyfile, its successors and assigns, free and clear of any and all liens and encumbrances thereon and prior rights thereto, all right, title and interest in, to and under said trademarks and servicemarks listed on the attached Schedule A, and any reissue, renewal modifications and extensions thereof and all interest in the certificate of registration and the applications for registration of such trademarks together with the good will of the business symbolized by the marks and the registrations or applications for registration thereof, and the right to sue for past infringement of said trademarks and servicemarks with the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors and assigns and to collect damages therefor.

Upon request of Keyfile, its successors and assigns, F3 agrees to execute and deliver any and all instruments, papers or documents, including without limitation such further assignments, as may be necessary or desirable to secure to Keyfile, its successors and assigns, the full enjoyment of the rights and properties hereby conveyed, in the United States and in any foreign country provided that Keyfile shall bear the reasonable and documented costs in connection with the taking of such actions and the execution and delivery of such documents.

F3 hereby covenants that it has full right to convey the entire interest assigned and that it has not executed and will not execute any agreement in conflict herewith.

This Assignment is effective as of October 2, 1998.

F3 SOFTWARE CORPORATION

By: 
Name: GEORGEY A. CRONIN
Title: PRESIDENT

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

On this 2nd day of October, 1998, before me appeared Geoffrey A. Cronin an officer of F3 Software Corporation, who signed this instrument and acknowledged that he signed it on behalf of the above-identified corporation with authority to do so.

Nancy A. Valente
Notary Public
My Commission Expires: 9-16-99

SCHEDULE A

Trademark (Registered)

Registration Number

F3 (Stylized)

1,673,259

F3 Pro Designer

1,702,899

Trademark (Allowed)

Reference Number

F3 Forms

Serial No. 75/057,755

167230008720001

F3 Server

Serial No. 75/053,099

167230009720001

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