

CONSENT AGREEMENT

This Consent Agreement ("Agreement") is made and entered into by and among ULC PIPELINE ROBOTICS, LLC ("ULC"), a New York limited liability company with a principal place of business at 88 Arkay Drive, Hauppauge, NY 11788, USA and PaR Systems, Inc. ("PaR Systems"), a Delaware corporation with a principal place of business at 707 County Road E. West, Shoreview, Minnesota 55126, USA.

RECITALS

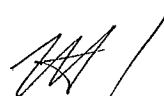
ULC is the owner of a U.S. Trademark Application for the mark CIRRIS XR for "Industrial robotic device, namely, robotic crawling apparatus for navigating and traveling through pipelines used to repair damage to pipelines, expressly excluding goods related to electronic cable testing"; "Robotic device, namely, electronic robots in the nature of electronic sensors and cameras used to repair damage to pipelines, expressly excluding goods related to electronic cable testing"; and "Pipeline repair services, expressly excluding services related to electronic cable testing" which is the subject of U.S. Trademark Application Serial No. 86/650,209

PaR Systems is the owner of the unregistered trademark XR for "Industrial robots and controls therefor sold as a unit" which is the subject of U.S. Trademark Application Serial No. 87/124,531 in connection with those goods.

ULC wishes to consent to PaR Systems' registration of XR on the Principal Register on the ground that, as used, and as set forth in this agreement, there is no likelihood of confusion between the parties' marks.

NOW, THEREFORE, for and in consideration of the foregoing and of the mutual representations, promises, terms, and conditions contained herein, and other good and valuable consideration, the parties agree as follows:

1. Given the differences in the overall impression and connotation between the respective trademarks, the parties agree there is no likelihood of confusion between ULC's CIRRIS XR trademark and PaR Systems' XR trademark;
2. Neither party has knowledge of any instance of actual confusion having occurred;
3. ULC consents to registration of PaR Systems trademark application for XR for "Industrial robots and controls therefor sold as a unit" which is the subject of U.S. Trademark Application Serial No. 87/124,531.
4. PaR Systems agrees not to interfere with or attempt to cancel the registration of ULC's CIRRIS XR mark which is the subject of U.S. Trademark Application Serial No. 86/650,209 and agrees not to interfere with or object to ULC's use of the mark in connection with the recited goods and services in Application Serial No. 86/650,209.

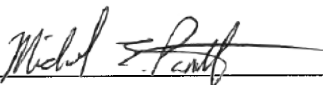

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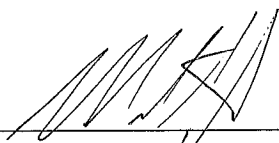
For these reasons, the parties agree that there is no likelihood of confusion of consumers so long as the differences recited above remain, and the parties intend to maintain those differences.

IN WITNESS WHEREOF, the parties hereto duly execute this Agreement.

ULC PIPELINE ROBOTICS, LLC

PAR SYSTEMS, INC.

By: 

By: 

Name: Michael E. Passaretti

Name: Mark Wrightsman

Title: Program Manager

Title: President and CEO

Date: 27 February 2017

Date: Feb 24, 2017