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

1. Name of conveying party(ies):

Jeffrey A. SMITH  
Richard N. BENEROFF  
Eric KIM

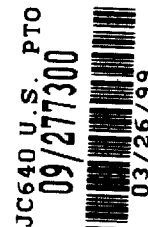
Additional name(s) of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies)

Name: MOTION DESIGN, INC.  
Internal Address: \_\_\_\_\_

Street Address: \_\_\_\_\_  
1500 Lower Road

City: Linden State: New Jersey ZIP: 07036  
Additional name(s) & address(es) attached?  Yes  No



3. Nature of conveyance:

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

Execution date: March 23, 1999; March 24, 1999

4. Application numbers or patent numbers:

If this document is being filed together with a new application, the execution date of the application is: March 23, 1999; March 24, 1999.

A. Patent Application(s):

B. Patent No.(s):

Additional Numbers attached?  Yes  No

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

Name: Douglas E. Ringel, Esq.  
Internal Address: KENYON & KENYON

Street Address: One Broadway  
City: New York State: New York ZIP: 10004

6. Total number of applications and patents involved: 1

7. Total fee (37 C.F.R. 3.41) ..... \$ 40.00 €  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
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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.*

Caleb Pollack (Reg. No. 37,912)  
Name of Person Signing

Signature

3/26/99  
Date

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ASSIGNMENT

WHEREAS, **Jeffrey A. SMITH**, a citizen of the United States of America residing at 917 Lake Avenue, Clark, New Jersey 07066, **Richard N. BENEROFF**, a citizen of the United States of America residing at 137 Southern Boulevard, Chatham, New Jersey 07928, and **Eric KIM**, a citizen of the United States of America residing at 808 Harmon Cove Towers, Secaucus, New Jersey 07094 have made new and useful improvements in **NESTED BOX WITH INTEGRATED LID AND/OR SUPPORT STRUCTURE FOR HANGING FILES**, for which an application for Letters Patent is being filed herewith, and

WHEREAS **MOTION DESIGN, INC.**, a New Jersey corporation organized and existing under the laws of the State of New Jersey and having a place of business at 1500 Lower Road, Linden, New Jersey, 07036, and who, together with its successors and assigns, is hereinafter called "Assignee," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited,

NOW, THEREFORE, for valuable consideration furnished by Assignee to us (or by a third party to us where that third party has contracted to and/or authorized this Assignment to Assignee), receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer, and convey to Assignee the entire right, title, and interest in and to said inventions and discoveries, said application for Letters Patent of the United States of America, any and all other applications for Letters Patent on said inventions and discoveries in whatsoever countries, including all divisional, renewal, substitute, continuation, and Convention applications based in whole or in part upon said inventions or discoveries, or upon said applications, and any and all Letters Patent, reissues, and extensions of Letters Patent granted for said inventions

and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said discoveries, said applications, and said Letters Patent.

2. Authorize Assignee to file patent applications in any or all countries for any or all of said inventions and discoveries in our names or in the name of Assignee or otherwise as Assignee may deem advisable, under the International Convention or otherwise.

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title, and interest therein or otherwise as Assignee may direct.

4. Warrant that we have not knowingly conveyed to others any right in said inventions, discoveries, applications, or patents or any license to use the same or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to Assignee without encumbrance.

5. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to us or them, all acts reasonably serving to assure that the said inventions and discoveries, the said patent applications, and the said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives, and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers,

and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; and to furnish Assignee with any and all documents, photographs, models, samples, and other physical exhibits in our control or in the control of our heirs, legal representatives, or assigns which may be useful for establishing the facts of our conceptions, disclosures, and reduction to practice of said inventions and discoveries.

Jeffrey A. Smith  
Jeffrey A. SMITH

3/24/99  
date

NOTARIZATION:

Debra Goldson  
DEBRA GOLDSON  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires May 6, 1999  
Richard N. BENEROFF  
Richard N. BENEROFF  
date 3.23.99

NOTARIZATION:

Debra Goldson  
DEBRA GOLDSON  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires May 6, 1999  
Eric KIM  
Eric KIM  
date 3/24/99

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