



08-27-2001



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U.S. DEPARTMENT OF COMMERCE

S&H Form: (2/01)

Keep original documents or copy thereof.

1. Name of conveying party(ies):
CDDDB, Inc.

2. Name and Address of receiving party(ies):
Escient Technologies, LLC
6325 Digital Way
Indianapolis, IN 46278

3. Nature of conveyance:

___ Assignment ___ Merger
___ Security Agreement ___ Change of Name
X Other: Capital Contribution and Assumption Agreement

Effective Date(s): January 1, 2000

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

☐ This document is being filed together with a new application:

(a) The execution date(s) of the application is/are:
(b) The title is: OR

☒ This document is being filed after filing of the application:

(a) Patent Application No(s). 09/227,086, filed January 5, 1999; 09/226,169, filed January 7, 1999; 09/478,407, filed January 6, 2000; 09/002,721, filed January 5, 1998; 60/159,102 filed October 13, 1999; 09/453,023, filed December 2, 1999; and

(b) Patent No(s). _____, issued _____;

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

STAAS & HALSEY LLP
Attention: Richard A. Gollhofer
700 Eleventh Street, N.W., Suite 500
Washington, D.C. 20001

Our Docket: 1364.0009

6. Total number of applications and patents involved: 6

7. Total fee (37 CFR 3.41)..... (\$ 40.00 per Assignment)

☒ Enclosed
☐ Authorized to be charged to deposit account.

8. Deposit Account No.: 19-3935 (Any underpayment is authorized to be charged to this Deposit Account)
(Attach duplicate copy of this page if paying by deposit account)

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.

Richard A. Gollhofer, Reg. No. 31,106
Name of Person Signing

Richard A. Gollhofer
Signature

8/22/01
Date

Total number of pages including cover sheet: 5

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PATENT
REEL: 012095 FRAME: 0244

0000205-09227086
240-500-519
08/24/2001 DBYRNE
01 FD:501

CAPITAL CONTRIBUTION AND ASSUMPTION AGREEMENT

The undersigned company, CDDDB, Inc. ("CDDDB"), as a capital contribution to Escient Technologies, LLC ("Escient Technologies"), a Delaware limited liability company, hereby assigns, transfers and delivers to Escient Technologies all of CDDDB's right, title and interest in and to the assets listed on Exhibit A attached hereto. CDDDB covenants to take all such further actions and to execute all such additional documents as may be reasonably necessary to fully effectuate the capital contribution described herein.

Effective as of 12:01 a.m. on January 1, 2000

CDDDB, INC.

By: 

Printed: Scott A. Jones

Its: President

The undersigned, Escient Technologies, LLC ("Escient Technologies"), a Delaware limited liability company, hereby (a) acknowledges receipt of and accepts from CDDDB, Inc. ("CDDDB") a capital contribution of all of CDDDB's right, title and interest in and to the assets listed on Exhibit A attached hereto and will issue to CDDDB the preferred membership interest in Escient Technologies in exchange for such contribution and (b) assumes and agrees to promptly perform all of CDDDB's obligations directly related to the Escient Convergence Business, an unincorporated division of CDDDB which was previously operated by Escient, Inc., an Indiana corporation, including, without limitation: (i) trade payables incurred in the ordinary course of the Escient Convergence Business prior to the date hereof, (ii) wages, salaries and compensation payable to employees performing services for the Escient Convergence Business, and (iii) any foreign, federal, state and local sales, use or personal property tax obligations (but not including any income tax obligations, which shall remain obligations solely of CDDDB); provided, however, the obligations to be assumed by Escient Technologies will not exceed the lesser of (1) the tax basis or (2) the fair market value of all of the assets contributed by CDDDB.

Effective as of 12:01 a.m. on January 1, 2000

ESCIENT TECHNOLOGIES, LLC

By: 

Printed: Scott A. Jones

Its: President

EXHIBIT A**ASSET LIST**

1. 10,000 fully paid, non-assessable shares of Common Stock of Starmatix, Inc., represented by Certificate No. Nine (9)
2. 40 fully paid, non-assessable shares of Common Stock of Tom Doherty, Inc., represented by Certificate No. Seven (7)
3. All of the furniture and equipment located at 12955 Old Meridian Street, Carmel, Indiana 46032 and used in the Escient Convergence Business and all of the furniture and equipment located at 535 N. Pleasantburg Drive, Suite 114, Greenville, South Carolina 29607 and used in the Escient Convergence Business.
4. All of the intellectual property listed on the chart attached hereto.

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SCHEDULE A

Track	Date Filed	Serial Number	Description					
ESC-CY-Compass	10/27/1997	TX 4 671-483	Copyright Compass Program					
ESC-CY-SAR200	05/13/1998	TX 4-796-026	Copyright SAR200 Program					
ESC-CY-TB100	06/15/1998		Copyright TB100 Program					
ESC-CY-TBV3.1	10/27/1997	TX 4-671-326	Copyright TuneBase version 3.1					
ESC-PT-1364.1002	01/05/1999	09/227.086	Playback device having text display and communication with remote database of titles					
ESC-PT-1364.1003	01/07/1999	09/226.169	Multi-channel video pump					
ESC-PT-1364.1003CIP	01/06/2000	09/478.407	Multi-channel video pump					
ESC-PT-1364.1004	01/05/1998	09/002.721	Automated control of electronic devices					
ESC-PT-PCT-1364.1002JP	09/02/1999	11-348387	Playback device having text display and communication with remote database of titles					
ESC-PT-1364.1006P	10/13/1999	60,159,102	Automated Assignment and Tuning of Radio Call Letters to Radio Presets					
ESC-PT-1364.1006P			Full patent disclosure					
ESC-PT-1364.1007	12/03/1999	09/453.023	Apparatus, method and database for control of audio/video equipment					
ESC-MOI	12/08/1999		IR Power Event Controller					
ESC-PT-SNY			Validity Study of Sony's 5,751,672 Patent					
ESC-PT-SNY-IN			Decide whether to pursue declaratory judgement and reexamination					
ESC-SM-CED	09/01/1999	75/789551	Service mark, CE-Commerce					
ESC-TM-CEC	09/01/1999	75/789596	Trademark, CE-Commerce					
ESC-TM-Compass	08/20/1997	75/343836	Trademark Compass					
ESC-TM-EF	12/30/1998	75/613509	Trademark, E-Furnace					
ESC-TM-EF2	12/30/1998	75/613507	Trademark, Entertainment Furnace					
ESC-TM-Entertainet		75/613873	Trademark Entertainet					
ESC-TM-EP	03/09/1999	75/656415	Trademark Entertainment Pump					
ESC-TM-ESC	06/17/1997	75/310609	Trademark Escient					

SCHEDULE A

ESC-TM-ESCST	06/17/1997	75/310608	Trademark Escient, stylized						
ESC-TM-FB	08/24/1999	75/783620	Trademark, Fireball						
ESC-TM-HJ	06/23/1999		Trademark, Hot Jupiter						
ESC-TM-Icontrol			Trademark, Icontrol						
ESC-TM-IL	08/28/1998	75/544824	Trademark Intelligentlink						
ESC-TM-MB	06/01/1999	75/717510	Trademark, MediaBase						
ESC-TM-MH	06/23/1999	75/734834	Trademark, Mediastub						
ESC-TM-MV	12/30/1998	75/613508	Trademark, Mediavault						
ESC-TM-MOD	06/01/1999	75/717507	Trademark, MOD						
ESC-TM-MOD1	06/01/1999	75/718378	Trademark, Media On Demand						
ESC-TM-Movie	06/01/1999	75/717899	Trademark MovieBase						
ESC-TM-MP	03/09/1999	75/656316	Trademark, Media Pump						
ESC-TM-OG	12/09/1999		Trademark, Open Globe						
ESC-SM-OG	12/09/1999		Service mark, Open Globe						
ESC-TM-PBI	03/09/1999	75/656886	Trademark, Powered by the Internet						
ESC-TM-PF	06/01/1999	75/717897	Trademark Powerfile						
ESC-TM-Play	08/24/1999	75/783052	Trademark, PowerPlay						
ESC-TM-PV			Trademark, PowerView						
ESC-TM-TB	06/17/1997	75/310607	Trademark TuneBase						
ESC-TM-TBTV	06/17/1997	75/310606	Trademark TuneBase TV						
ESC-TM-Terastore	06/23/1999	75/734837	Trademark Terastore						
ESC-TM-VP	03/09/1999	75/656310	Trademark Video Pump						
ESC-TM-WMTB	12/23/1997	75/409813	Trademark We Make Technology Behave, stylized						