

FORM PTO-1595

RECORDATION FORM COVER SHEET
PATENTSU.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICETo the Honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof.1. Name and address of conveying party:
Name: **Ergodynamics Holding B.V.**Street Address: **Den Hof 7**City: **Bladel**Country: **THE NETHERLANDS** Postal Code: **NL-5531 XH**Additional name(s) of party(ies) attached?
☐ YES ☒ NO2. Name and address of receiving party:
Name: **Ergodynamics Applications B.V.**Street Address: **Rivium Quadrant 90**City: **Capelle aan den IJssel**Country: **THE NETHERLANDS** Postal Code: **NL-2909 LC**Additional name(s) & address(es) attached?
☐ YES ☒ NO

3. Nature of conveyance:

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other ☐ License AgreementExecution Date: **November 2, 2004**

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s):
(include series code or filing date)
10/110,044

B. Patent No.(s):

Additional application or patent numbers attached? ☐ YES ☒ NO

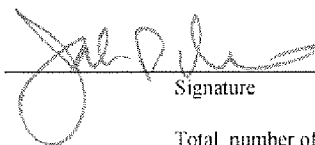
5. Name and address of party to whom correspondence concerning the document should be mailed:

Name: **John P. Iwanicki**
BANNER & WITCOFF, LTD.
Address: **28 State Street, 28th Floor**
City: **Boston**
State: **MA** Zip: **02109**6. Total number of applications and patents involved: 17. Total Fee (37 CFR 3.41) \$ 40.00
Enclosed
☒ Authorized to charge Deposit Account 19-0733.
(A duplicate of this sheet is enclosed.)8. Should any fee adjustment be necessary to effect proper recordation, please debit or credit our Deposit Account No. 19-0733, as necessary.

DO NOT USE THIS SPACE

9. Statement and signature.

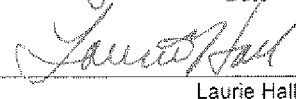
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John P. Iwanicki, Reg. No. 34.628
Name of Person Signing

Signature

May 12, 2005
DateAtty. Docket No.: 05032-00050Total number of pages including cover sheet, attachments and document: 12

I hereby certify that this correspondence is being submitted by facsimile addressed to: fax no. (703) 306-5995, Commissioner for Patents, Mail Stop Assignment, P.O. Box 1450, Alexandria, VA 22313-1450, on

May 12, 2005
Date
Laurie Hall

CH \$40.00 190733 10110044

CERTIFICATION

I, drs. F. de Groot, a sworn translator of Dutch nationality,
of J. Boezerstraat 83, 2552 DL Den Haag, the Netherlands,
do hereby certify that, to the best of my knowledge and belief, the
attached translation prepared by me is a true and correct
translation of the attached document in the Dutch language.

Signed this ^{29th} day of *March, 2005*



- translation -

AGREEMENT FOR PURCHASE AND TRANSFER
OF RIGHTS AND GRANT OF LICENSES

BETWEEN

ERGODYNAMICS APPLICATIONS B.V.

AND

ERGODYNAMICS HOLDING B.V.

dated November 1, 2004

LICENSING AGREEMENT

THE UNDERSIGNED:

1. **ERGODYNAMICS APPLICATIONS B.V.**, a private company with limited liability and having its principal place of business at (2909 LC) Rivium Quadrant 90, Capelle aan den IJssel, hereinafter to be referred to as: "**Applications**", in this matter legally represented by its managing director H.D.W. van Groen;

and
2. **ERGODYNAMICS HOLDING B.V. and ERGODYNAMICS INDUSTRIES B.V.**, two private companies with limited liability, having their registered seat at Bladel and having their principal place of business at (5531 XH) Den Hof 7 at Bladel, hereinafter to be referred to jointly as: "**Holding**", in this matter represented by the managing director L.L.J.M. van Deursen,

Parties under the numbers 1 to 4 hereinafter to be referred to jointly as: the "**Parties**", and each individually to be referred to as: a "**Party**";

WHEREAS:

- A. **Applications**, under a licensing agreement dated March 31, 2004 with Holding (hereinafter to be referred to as: the "**Licensing Agreement**", has obtained with effect from March 31, 2004 the perpetual, exclusive and worldwide license under the Patent 1 and Patent 2 as specified in annex 1, for:
 - (i) All "cushion" versions of the invention, among which, known to parties, the Torzio – RCPM back cushion (and all other versions in conformity with Patent 1) and the AD cushion (and all other versions in conformity with Patent 2);
 - (ii) All possible built-in versions of the Invention in the wheelchair market (both to end users direct and to OEM);
 - (iii) All applications of the Invention (Patent 1 and Patent 2) in office chairs, as well as the rights accruing from the previously concluded licensing agreement with Drabert;
 - (iv) All applications of the Invention (Patent 1 and Patent 2) in smartbase chairs, as well as the rights accruing from the arrangements with Boom Consultancy B.V.

DECLARE AND AGREE AS FOLLOWS:

Article 1 Licenses

- 1.1 Holding hereby grants, as of the date of transfer as mentioned in the Licensing Agreement, a worldwide perpetual exclusive irrevocable irrevocable and transferable license to Applications to use the rights, this in agreement with the provisions and conditions of the Licensing Agreement, which *mutatis mutandis* applies to this license.
- 1.2 Holding hereby grants to Applications its express permission to transfer or sublicense to third parties the licenses granted to Applications under this licensing agreement.

Article 2 Other provisions

- 2.1 There where the provisions of the Purchase Agreement and this licensing agreement are in conflict, the provisions of the Licensing Agreement prevail.

Article 3 Applicable law

- 3.1 This licensing agreement, all agreements arising therefrom or connected therewith, as well as all obligations connected therewith, shall be governed by Dutch law.
- 3.2 All disputes arising from or connected with the agreements mentioned in Article 3.1 shall be submitted to the competent judge at Rotterdam.

Agreed in triplicate at BLADEL on November 2, 2004

1. On behalf of
Ergodynamics Applications B.V.

[signed]

Mr. H.D.W. van Groen

2. On behalf of
Ergodynamics Holding B.V.

[signed]

Mr. L.L.J.M. van Deursen

Annex 1

Intellectual Properties of Ergodynamics Holding as of July 1, 2003

With regard to "1st system":

- European patent no. 0574073, granted on 04.09.1996.

Designated under no. 0574073:
Netherlands; Belgium; Luxembourg; Germany; France; Sweden;
Great Britain
- U.S. patent no. 5,397,295, granted on 14.03.1995.
- Japanese patent no. 2990324, granted on 15.19.1999
- Canadian patent no. 2097737, granted on 12.09.2000.

With regard to "2nd system":

- Dutch patent no. 1013253, granted on 10.04.2001.
- PCT International publication no. WO 01/26508
- Patent application 2nd system EPO under number 00971880.0
corresponding to International patent application no. PCT / NL00 / 00709
filed on 03.10.2000.
- Patent application 2nd system Japan under number 529306/01
corresponding to international patent application no. PCT / NL00 / 00709
filed on 03.10.2000.
- Patent application 2nd system U.S.A. under number 10/110,044
corresponding to international patent application no. PCT / NL00 / 00709
filed on 03.10.2000.
- Patent application 2nd system Australia under number 10622/01
corresponding to international patent application no. PCT / NL00 / 00709
filed on 03.10.200.

With regard to "3rd system":

- Dutch patent under no. 1017663, granted on March 11, 2002. ("3rd system")
Maximum term of protection of this patent expires October 7, 2019

[Initialed twice]

[overleaf]

Issued as a true copy as provided in Article 49, paragraph 3 of the Notaries Act, by me, *mr* JOHAN REINDER EGBERT KIELSTRA, notary public practicing in The Hague, on February 22, 2005.

[stamp] *mr* J.R.E. Kielstra, notary public at The Hague.

OVEREENKOMST TOT KOOP EN LEVERING
VAN RECHTEN EN VERSTREKKING VAN LICENTIES

TUSSEN

ERGODYNAMICS APPLICATIONS B.V.

EN

ERGODYNAMICS HOLDING B.V.

d.d. 1 november 2004

LICENTIEOVEREENKOMST

DE ONDERGETEKENDEN:

1. **ERGODYNAMICS APPLICATIONS B.V.**, een besloten vennootschap met beperkte aansprakelijkheid en kantoorhoudende aan (2909 LC) Rivium Quadrant 90 te Capelle aan den IJssel, hierna te noemen: "**Applications**", te dezen rechtsgeldig vertegenwoordigd door haar bestuurder H.D.W. van Groen.;

en
2. **ERGODYNAMICS HOLDING B.V. en ERGODYNAMICS INDUSTRIES B.V.**, twee besloten vennootschappen met beperkte aansprakelijkheid, statutair gevestigd te Bladel en kantoorhoudende aan (5531 XH) Den Hof 7 te Bladel, hierna tesamen te noemen: "**Holding**", te dezen vertegenwoordigd door haar bestuurder L.L.J.M. van Deursen,

Partijen onder de nummers 1 tot en met 4 hierna gezamenlijk te noemen: de "**Partijen**", en ieder afzonderlijk te noemen: een "**Partij**";

IN AANMERKING NEMENDE:

- A. **Applications** heeft krachtens een licentieovereenkomst d.d. 31 maart 2004 met Holding (hierna te noemen: de "**Licentieovereenkomst**", met ingang van 31 maart 2004, de eeuwigdurende, exclusieve en wereldwijde licentie op de Patent 1 en Patent 2 zoals gespecificeerd in bijlage 1 verkregen voor:
 - (i) Alle "kussen" versies van de uitvinding, waaronder het bij partijen bekende Torzio – RCPM rugkussen (en alle andere versies conform Patent 1) en het AD kussen (en alle andere versies conform Patent 2);
 - (ii) Alle mogelijke inbouwversies van de Uitvinding in de rolstoelmarkt (zowel rechtstreeks naar eindgebruikers als naar OEM);
 - (iii) Alle toepassingen van de Uitvinding (Patent 1 en Patent 2) in kantoorstoelen, alsmede de rechten uit hoofde van de reeds gesloten licentieovereenkomst met Drabert;
 - (iv) Alle toepassingen van de Uitvinding (Patent 1 en Patent 2) in smartbase stoelen, alsmede de rechten uit hoofde van de afspraken met Boom Consultancy B.V.

VERKLAREN EN KOMEN ALS VOLGT OVEREEN:

Artikel 1 Licenties

- 1.1 Holding verleent hierdoor, per de Leveringsdatum als opgenomen in de Licentieovereenkomst, een wereldwijde eeuwigdurende exclusieve, onherroepelijke

onherroepelijke en overdraagbare licentie aan Applications om de rechten te gebruiken, zulks in overeenstemming met de bepalingen en voorwaarden van de Licentieovereenkomst, welke mutatis mutandis op deze licentie van toepassing is.

- 1.2 Holding verleent hierdoor aan Applications haar uitdrukkelijke toestemming om de onder deze licentieovereenkomst aan Applications verleende licenties over te dragen of te sublicentiëren aan derden.

Artikel 2 Overige bepalingen

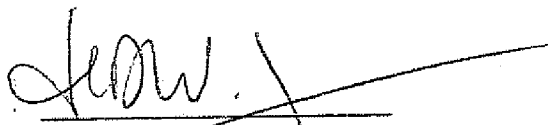
- 2.1 Daar waar de bepalingen uit de Koopovereenkomst en deze licentieovereenkomst strijdig zijn, prevaleren de bepalingen uit de Licentieovereenkomst.

Artikel 3 Toepasselijk recht

- 3.1 Op deze licentieovereenkomst, alle overeenkomsten die daaruit voortvloeien of daarmee verband houden, alsmede alle daarmee verband houdende verbintenissen, is Nederlands recht van toepassing.
- 3.2 Alle geschillen die voortvloeien uit of verband houden met de overeenkomsten genoemd in artikel 3.1, zullen worden voorgelegd aan de bevoegde rechter te Rotterdam.

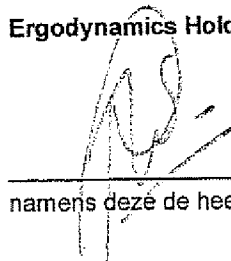
Aldus overeengekomen in drievoud te Blaarwijk op 2 Nov. 2004

1. Ergodynamics Applications B.V.



namens deze de heer H.D.W. van Groen

2. Ergodynamics Holding B.V.



namens deze de heer L.L.J.M. van Deursen

Bijlage 1

Intellectuele Eigendommen van Ergodynamics Holding per 1 juli 2003

Met betrekking tot "1^e systeem":

- Europees patent nr. 0574073, verleend op 04.09.1996.

Onder nr. 0574073 afgesplitst naar :

Nederland; België; Luxemburg; Duitsland; Frankrijk; Zweden; Groot-Brittannië

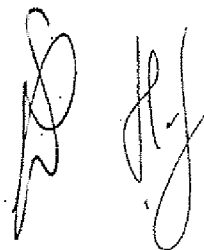
- U.S.A.patent nr. 5.397.295, verleend op 14.03.1995.
- Japans patent nr. 2990324, verleend op 15.10.1999
- Canadees patent nr. 2097737, verleend op 12.09.2000.

Met betrekking tot "2^e systeem":

- Nederlands patent nr. 1013253, verleend op 10.04.2001.
- PCT International publication nr. WO 01/26508
- Patentaanvraag 2e systeem Europa onder nummer 00971880.0 corresponderend met Internationale octrooiaanvraag nr. PCT / NL00 / 00709 ingediend op 03.10.2000.
- Patentaanvraag 2^e systeem Japan onder nummer 529306/01 corresponderend met internationale octrooiaanvraag nr. PCT / NL00 / 00709 ingediend op 03.10.2000.
- Patentaanvraag 2^e systeem U.S.A. onder nummer 10/110.044 corresponderend met internationale octrooiaanvraag nr. PCT / NL00 / 00709 ingediend op 03.10.2000.
- Patentaanvraag 2^e systeem Australië onder nummer 10622/01 corresponderend met internationale octrooiaanvraag nr. PCT / NL00 / 00709 ingediend op 03.10.2000.

Met betrekking tot "3^e systeem":

- Nederlands octrooi onder nr. 1017663, verleend op 11 maart 2002. ("3^e systeem")
Maximale beschermingsduur van dit octrooi loopt t/m 7 oktober 2019



Uitgegeven voor afschrift als bedoeld in artikel 49
lid 3 van de Wet op het Notarisambt door mij Meester
JOHAN REINDER EGBERT KIELSTRA, notaris met plaats
van vestiging 's-Gravenhage, op 22 februari 2005.



Handwritten signature or mark.

PATENT

ATTORNEY DOCKET NO. 05032-00050

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of:	)	
	)	
Dirk Laurens van Deursen and	)	Confirmation No.: 3370
Leonardus Laurentius J.M. van Deursen	)	
	)	
Serial No.: 10/110,044	)	Examiner: A. Barfield
	)	
Filed: April 5, 2002	)	Art Unit: 3636
	)	
Title: COMBINATION OF A SEAT AND A	)	
BACKREST SUPPORTED BY A FRAME	)	

Mail Stop Assignment
 Commissioner of Patents
 P.O. Box 1450
 Alexandria, VA 22313-1450

TRANSMITTAL LETTER

In regard to the above identified application, we are transmitting herewith the attached:

1. Certification of English translation (1 page);
2. English translation of the License Agreement between Ergodynamics Holding B.V. and Ergodynamics Applications B.V. (5 pages);
3. Certified copy of the License Agreement between Ergodynamics Holding B.V. and Ergodynamics Applications B.V. (5 pages); and
4. Recordation Cover Sheet Form PTO-1595.

I hereby certify that this correspondence is being submitted by
 facsimile addressed to: fax no. (703) 306-5995, Commissioner
 for Patents, Mail Stop Assignments, P.O. Box 1450, Alexandria,
 VA 22313-1450, on

May 12, 2005

Date

Laurie Hall

Laurie Hall

USSN 10/110,044

PATENT

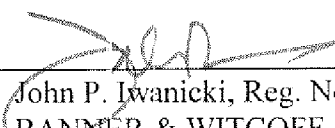
REEL: 016215 FRAME: 0275

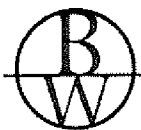
With respect to additional fees, the Commissioner is hereby authorized to charge the required fee of \$40.00, and any additional fees or credit overpayment, to Deposit Account No. 19-0733.

Respectfully submitted,

Dated: May 12, 2005

By


John P. Iwanicki, Reg. No. 34,628
BANNER & WITCOFF, LTD.
28 State Street, 28th Floor
Boston, MA 02109
(617) 720-9600



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INTELLECTUAL PROPERTY LAW

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FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
Assignments Division, Mail Stop Assignments	John P. Iwanicki
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FAX NO.:	TOTAL NO. OF PAGES: (including cover sheet)
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YOUR REFERENCE NO.:	OUR REFERENCE (C/M) NO.:
	05032-00050
RE: License Agreement between Ergodynamics Applications B.V. and Ergodynamics Holding B.V. U.S. Patent Application Serial No. 10/110,044, Filed April 5, 2002 "COMBINATION OF A SEAT AND A BACKREST SUPPORTED BY A FRAME" Applicants: Dirk L. van Deursen and Leonardus L.J.M. van Deursen	
<i>If you do not receive all page(s) or have any problems receiving this transmission, please call:</i>	
NAME:	PHONE:
Sender	(617) 720-9600

COMMENTS:

Please see attached Applicant's Assignment and Recordation cover sheet (PTO Form 1595) which are being submitted herewith in the above-referenced application

Kindly acknowledge receipt of this transmission by return facsimile.

I hereby certify that this correspondence is being submitted by facsimile addressed to: fax no. (703) 306-5995, Commissioner for Patents, Mail Stop Assignments, P.O. Box 1450, Alexandria, VA 22313-1450, on

May 12, 2005

Date

Laurie Hall

Laurie Hall

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PORTLAND, OR

PATENT

RECORDED: 05/12/2005

REEL: 016215 FRAME: 0277