

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNMENT

CONVEYING PARTY DATA

| Name | Execution Date |
|---|----------------|
| 331 Holding, Inc. f/k/a Upstate Systems Tec, Inc. | 03/28/2008 |

RECEIVING PARTY DATA

| | |
|-----------------|--------------------|
| Name: | Wi3, Inc. |
| Street Address: | 66 Washington Road |
| City: | Pittsford |
| State/Country: | NEW YORK |
| Postal Code: | 14534 |

PROPERTY NUMBERS Total: 2

| Property Type | Number |
|----------------|---------|
| Patent Number: | 6108331 |
| Patent Number: | 7027431 |

CORRESPONDENCE DATA

Fax Number: (585)987-2967

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 585-987-2867

Email: sbriggs@woodsoviatt.com

Correspondent Name: Stacy Briggs, Legal Assistant

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Address Line 2: 2 State Street, Suite 700

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NAME OF SUBMITTER:

Stacy Briggs

Total Attachments: 9

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PATENT

REEL: 020773 FRAME: 0317

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ASSIGNMENT OF INTELLECTUAL PROPERTY

This **ASSIGNMENT OF INTELLECTUAL PROPERTY** (this "Assignment") is made this ~~21~~ day of March, 2008 by **331 HOLDING, INC. f/k/a UPSTATE SYSTEMS TEC, INC.**, (d/b/a USTEC) a New York corporation ("Holding") to **Wi3, INC.**, a Delaware corporation ("Wi3").

WHEREAS, pursuant to that certain letter agreement dated January 18, 2007 (the "Letter Agreement") by and among Holding, Wi3, William H. Thompson, David Marshall, William Toombs, Summer Street Capital Fund I, L.P., Summer Street Capital NYS Fund, L.P., Rand Capital SBIC, L.P., Rand Capital Corporation, and Onondaga Venture Capital Fund, Inc, Holding has organized Wi3 and is capitalizing it in accordance with a Subscription Agreement of even date herewith (the "Subscription Agreement") between Holding and Wi3;

WHEREAS, in accordance with the Letter Agreement and the Subscription Agreement Wi3 has issued to Holding 6,135,070 shares of Wi3 common stock in exchange for Holding's (a) contribution to Wi3 of \$100,000 in immediately available funds, (b) the assignment by Holding and assumption by Wi3 of certain replacement promissory notes pursuant to an Assignment of Promissory Notes of even date herewith and (c) the concurrent assignment by Holding to Wi3 of both United States Patent #6,108,331 (the "331 Patent") and United States Patent #7,027,431 (the "431 Patent") and together with the 331 Patent, the "Assigned Patents") described in Exhibit A hereto, together with all directly related confidential information, all free and clear of all liens, security interests, pledges, restrictions and encumbrances of any kind whatsoever (collectively "Encumbrances"); and

WHEREAS, the parties hereto desire to execute this Assignment to evidence the assignment to Wi3 of the Assigned Patents and all directly related confidential information;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto agree as follows:

1. **Assignment.** Holding hereby relinquishes, sells, assigns and transfers exclusively to Wi3, free and clear of any and all Encumbrances, all right, title and interest in and to (a) the Assigned Patents, (b) all current or pending applications and registrations thereof, for the United States and for all foreign countries (if any), (c) all income, royalties, damages or payments due or payable with respect thereto at any time, (d) the right to sue for damages, injunctive relief and any other remedies in respect of any past, present or future infringement thereof, or any of them, whenever or wherever occurring, and to collect the same for its own use and enjoyment, (e) all goodwill associated with the Assigned Patents, and (f) any all information, whether or not confidential, directly relating to or derived from the Assigned Patents. By way of example and not limitation, the foregoing assignment shall include all of the Holding's right, title and interest in and to the Assigned Patents, including any pending applications and registrations of the Assigned Patents, together with the inventions described therein, and any extensions, reissues, substitutes, divisions, reexaminations, renewals, continuations and continuations-in-part thereof, the same to be held and enjoyed by Wi3 for its own use and enjoyment, and for the use and

IN WITNESS WHEREOF, Holding has executed this Assignment as of the date first above written.

331 HOLDING, INC. f/k/a
UPSTATE SYSTEMS TEC, INC. (D/B/A USTEC)

By: Michael McQueeney
Name: Michael McQueeney
Title: President

STATE OF NEW YORK

COUNTY OF Erie ss.:

On this 28th day of March, 2008, before me, the undersigned, personally appeared Michael McQueeney, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the foregoing instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Susan Brand
Notary Public

SUSAN BRAND
Notary Public - State of New York
No. 01BR6167402
Qualified in Erie County
My Commission Expires May 29, 2011

EXHIBIT A

Patent Title

SINGLE MEDIUM WIRING SCHEME FOR MULTIPLE SIGNAL DISTRIBUTION IN BUILDING AND ACCESS PORT THEREFOR

US Patent Number

6,108,331

Date of Filing: July 10, 1998 **Issue Date: August 22, 2000**

Prior assignment from inventor, William H. Thompson, to UPSTATE SYSTEMS TEC, INC. recorded July 10, 1998 at Reel/Frame 009316/0682 and July 16, 1999 at Reel/Frame 010096/0804.

Patent Title

WIRELESS DEVICE CONNECTION IN SINGLE MEDIUM WIRING SCHEME FOR MULTIPLE SIGNAL DISTRIBUTION IN BUILDING AND ACCESS PORT THEREFOR

US Patent Number

7,027,431

Date of Filing: August 21, 2000 **Issue Date: April 11, 2006**

Prior assignment from inventor, William H. Thompson, to UPSTATE SYSTEMS TEC, INC. recorded August 21, 2000 at Reel/Frame 011038/0447.

EXHIBIT B

LIST OF SECURITY INTERESTS AND LIENS

1. Collateral Assignment filed against '331 Patent

Comvest Capital Partners, LLC
830 Third Avenue, 4th Floor
A Delaware Limited Partnership
New York, New York 10022

J.F. Shea Co., Inc, as Nominee 2001-13
830 Third Avenue, 4th Floor
A Delaware Corporation
New York, New York 10022

2. UCC-1 Financing Statements

Secured Party: Summer Street Capital Fund I, L.P. and Summer Street Capital Fund II, L.P.
Filing Office: New York Secretary of State
File No.: 200302070281226; Amendment File No. 200701240061157

Secured Party: Cephas Capital Partners, L.P.
Filing Office: New York Secretary of State
File No.: 20040404020336116; Amendment No. File No. 200701310085405

Secured Party: Summer Street Capital Fund I, L.P., Summer Street Capital Fund II, L.P. and
Summer Street Capital NYS Fund-A, L.P.
Filing Office: New York Secretary of State
File No.: 200511231254392; Amendment File No. 200701240061145

TERMINATION STATEMENTS
(See attached)

EXHIBIT C

CHANGE OF NAME DOCUMENT FOR 331 PATENT

EXHIBIT D

CHANGE OF NAME DOCUMENT FOR 431 PATENT

TO: BRIAN B. SHAW, ESQ. COMPANY: HARTER SECREST & EMERY LLP

**UNITED STATES PATENT AND TRADEMARK OFFICE**UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

MARCH 27, 2008

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PTAS

BRIAN B. SHAW, ESQ.
HARTER SECREST & EMERY LLP
1600 BAUSCH AND LOMB PLACE
ROCHESTER, NY 14604-2711UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 571-272-3350. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, MAIL STOP: ASSIGNMENT SERVICES BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 03/27/2008

REEL/FRAME: 020710/0300

NUMBER OF PAGES: 3

BRIEF: CHANGE OF NAME (SEE DOCUMENT FOR DETAILS).

DOCKET NUMBER: 31392.000002

ASSIGNOR:

UPSTATE SYSTEMS TEC, INC. D/B/A
USTEC

DOC DATE: 01/18/2007

ASSIGNEE:

331 HOLDING, INC.
100 RAWSON ROAD, SUITE 205
VICTOR, NEW YORK 14564

SERIAL NUMBER: 09114021

FILING DATE: 07/10/1998

PATENT NUMBER: 6108331

ISSUE DATE: 08/22/2000

TITLE: SINGLE MEDIUM WIRING SCHEME FOR MULTIPLE SIGNAL DISTRIBUTION IN
BUILDING AND ACCESS PORT THEREFOR

TO:BRIAN B. SHAW, ESQ. COMPANY:HARTER SECREST & EMERY LLP

020710/0300 PAGE 2

SERIAL NUMBER: 09642312

FILING DATE: 08/21/2000

PATENT NUMBER: 7027431

ISSUE DATE: 04/11/2006

TITLE: WIRELESS DEVICE CONNECTION IN SINGLE MEDIUM WIRING SCHEME FOR
MULTIPLE SIGNAL DISTRIBUTION IN BUILDING AND ACCESS PORT THEREFOR

JEEVON JONES, EXAMINER
ASSIGNMENT SERVICES BRANCH
PUBLIC RECORDS DIVISION

TO:BRIAN B. SHAW, ESQ. COMPANY:HARTER SECREST & EMERY LLP

PATENT ASSIGNMENT

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Stylesheet Version v1.103/27/2008
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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | CHANGE OF NAME |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| Upstate Systems Tec, Inc. D/B/A USTEC | 01/18/2007 |
| RECEIVING PARTY DATA | |
| Name: | 331 Holding, Inc. |
| Street Address: | 100 Rawson Road, Suite 205 |
| City: | Victor |
| State/Country: | NEW YORK |
| Postal Code: | 14564 |
| PROPERTY NUMBERS Total: 2 | |
| Property Type | Number |
| Patent Number: | 6108331 |
| Patent Number: | 7027431 |
| CORRESPONDENCE DATA | |
| Fax Number: | (585)232-2152 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | 585-231-1193 |
| Email: | bshaw@hselaw.com |
| Correspondent Name: | Brian B. Shaw, Esq. |
| Address Line 1: | Harter Secrest & Emery LLP |
| Address Line 2: | 1600 Bausch and Lomb Place |
| Address Line 4: | Rochester, NEW YORK 14604-2711 |
| ATTORNEY DOCKET NUMBER: | 31392.000002 |
| NAME OF SUBMITTER: | Brian B. Shaw |
| Total Attachments: 2 source=Cert. of Amendment to the Cert. of Incorp. of Upstate Systems, Inc#page1.tif source=Cert. of Amendment to the Cert. of Incorp. of Upstate Systems, Inc#page2.tif | |

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