

03-31-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Smart Storage, Inc. 2600 Tower Oaks Boulevard Rockville, Maryland 20854

2. Name and address of receiving party(ies) Name: OTG Software, Inc. Internal Address: Street Address: 2600 Tower Oaks Boulevard City: Rockville State: MD Zip: 20854

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 09/12/2002

4. Application number(s) or registration number(s): A. Trademark Application No. (s) B. Trademark Registration No. (s) 2330087

Additional number(s) attached [] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Janice Bader Internal Address: Symbus Law Group, LLC Street Address: 3398 Governors Crest Ct. City: Alexandria State: VA Zip: 22310

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature: Janice Bader Signature: Janice Bader Date: March 19, 2003 Name of Person Signing: Janice Bader

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002701 FRAME: 0802

INTELLECTUAL PROPERTY ASSIGNMENT

SMART STORAGE, INC., a DELAWARE corporation having a place of business at 2600 Tower Oaks Blvd., Rockville, Maryland, 20854, ("Seller") certifies that to the best of Seller's knowledge and belief it is the sole owner or assignee of the intellectual property as set out in Exhibit A hereto (the "Intellectual Property").

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, SELLER hereby:

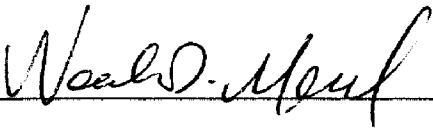
- 1) Assigns and transfers to OTG SOFTWARE, INC., a DELAWARE corporation having a place of business at 2600 Tower Oaks Blvd., Rockville, Maryland, 20854, ("Buyer") the entire right, title, and interest in the above-identified Intellectual Property, including any and all applications, continuations, goodwill, and registrations associated therewith.
- 2) Authorizes and requests the Commissioner of Patents, the Commissioner of Trademarks, the Commissioner of Copyrights, and any applicable government agency to issue any and all Patent Grants, Trademark Registrations, and Copyright Registrations resulting from the above-referenced applications to BUYER.
- 3) Assigns and transfers to BUYER the entire right, title, and interest in all intellectual property rights of any kind held by SELLER worldwide, including without limitation all patents, copyrights, trademarks, trade secrets, and know-how, and any applications (whether pending or otherwise), improvements, and inventions associated therewith.
- 4) Agrees that the terms, covenants and conditions of this Assignment shall inure to the benefit of BUYER, its successors, assigns, and other legal representatives, and shall be binding upon any inventor, as well as the inventor's heirs, legal representatives and assigns.

BUYER hereby grants to SELLER a non-exclusive, irrevocable, fully paid-up, worldwide right and license, including right of sublicense, to make, have made, use, sell, offer for sale, import, execute, reproduce, display, perform, distribute, and prepare derivative works of the Intellectual Property.

The undersigned, on the dates set forth below, acknowledge their assent to the terms and conditions set forth herein, and agree to the foregoing.

SELLER

By: _____



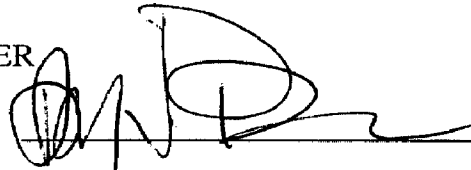
Name: Noah D. Mesel

Title: Secretary

Date: September 12, 2002

BUYER

By: _____



Name: Andrew Brown

Title: President

Date: September 12, 2002

EXHIBIT A

TRADEMARKS:

MARK	COUNTRY	FILING DATE	APPLICATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER
FLOPPYCD	United States	February 14, 1997	75/242,262US	March 14, 2000	2,330,087
THE PERSONAL ROM MAKER & Design	United States	August 16, 1991	74/196,169US	October 12, 1993	1,798,532
SMART CD and DESIGN	United States	August 2, 1994	74/556,317US	December 31, 1996	2,027,507
SMART STORAGE	United States	July 14, 1995	74/701,313US	January 28, 1997	2,033,432
SMARTCD	United States	August 2, 1994	74/556,318US	December 31, 1996	2,027,508
SMARTSTOR	United States	January 19, 1999	75/623,608US	N/A	N/A
SMARTSTOR INFINET	United States	September 13, 1999	75/797,565US	N/A	N/A
SMARTWRITE CD	United States	December 1, 1994	74/605,333US	August 6, 1996	1,992,060

PATENTS:

TYPE OF FILING	DATE OF FILING	APPLICATION NUMBER	TITLE OF INVENTION
U.S. Patent	November 15, 1994	5,590,320	Computer File Directory System