

MRD 1-26-98

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TRADEMARKS

U.S. DEPARTMENT OF COMMERCE
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):

NetGuard Technologies, Inc.

- Individual(s)
- General Partnership
- Corporation-State of California
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: November 30, 1996

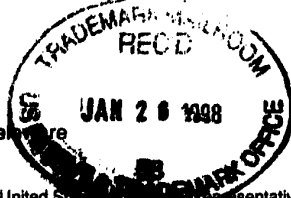
2. Name and address of receiving party(ies):

Name: NetGuard Technologies, Inc.
 Internal Address:
 Street Address: 12465 Lewis Street, Suite 101
 City: Garden Grove State: CA Zip: 92840-4658

- Individual citizenship:
- Association of
- General Partnership of
- Limited Partnership of
- Corporation-State of Delaware
- Other

If Assignee is not domiciled in the United States, representative designation is attached: Yes No

(Designations must be a separate document from assignment)
Additional name(s) & addresses attached? Yes No



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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,477,500

Additional numbers attached? Yes No

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

Rita A. Rodin, Esq.
 SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP
 919 Third Avenue
 New York, New York 10022

6. Total number of applications and registrations involved: 1

7. Total Fee (37 CFR 3.41).....\$40.00

- Enclosed (Check No. 1196)
- Authorized to be charged to deposit account if fee is insufficient.

8. Deposit account number: 19-1348
(Attach duplicate copy of this page if paying by deposit account.)

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FC:581 40.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.

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

Steven C. Sereboff
Name of Person Signing

Signature

January 22, 1998
Date

Total number of pages including cover sheet, attachments and document: 2

TRADEMARK
REEL: 1729 FRAME: 0883

BILL OF ASSIGNMENT

NetGuard Technologies, Inc., a California corporation having a principal place of business at 12465 Lewis Street, Suite 101, Garden Grove, California 92840-4658 ("NC") through a merger made effective on or about November 1, 1996 did sell, assign, transfer and convey, free and clear of all presently known liens, claims and encumbrances of any kind, to NetGuard Technologies, Inc., a Delaware corporation having a principal place of business at 12465 Lewis Street, Suite 101, Garden Grove, California 92840-4658 ("ND"), its successors and assigns, all right, title and interest in and to all U.S. and foreign trademark rights of DC to the mark "NETGUARD" together with the good will of the business symbolized by the mark "NETGUARD," and U.S. Trademark Registration No. 1,477,500 issued February 23, 1988 (altogether, the "Mark").

In witness hereof, NC and ND have caused this Bill of Assignment to be executed by their respective duly authorized officers on this 31st day of November, 1996.

NetGuard Technologies, Inc.
(California)


Signature

E. Blaine Mansfield
Print Name

President
Title

NetGuard Technologies, Inc.
(Delaware)


Signature

E. Blaine Mansfield
Print Name

President
Title