

12-01-1998



100910343

11/25/98

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document attached. from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

11/30/1998 SSMITH 00000021 2086387

01 FC:481

40.00 CP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027),

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1820 FRAME: 0364

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account 20-0531

(Enter for payment by deposit account or if additional fees can be charged to the account.)

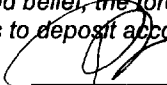
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Deborah J. Peckham
Name of Person Signing


Signature

Nov. 24, 1998
Date Signed

EXHIBIT A

ASSIGNMENT OF TRADEMARK

WHEREAS, Internet Portworks, Inc., a corporation duly organized and existing under the laws of the State of Pennsylvania (hereinafter referred to as "Assignor") is the owner of the entire right, title and interest in and to the trademark IPWORKS, registered with the U. S. Patent and Trademark Office on August 5, 1997, RN 2,086,387, together with the goodwill related thereto (hereinafter referred to as the "Trademark"); and

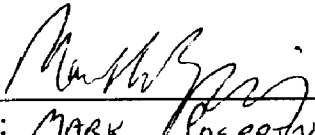
WHEREAS, Process Software Corporation, a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts, located and doing business at 959 Concord Street, Framingham, MA 01701 (hereinafter referred to as "Assignee") is desirous of acquiring the entire right, title and interest in and to the Trademark; and

WHEREAS, Assignor and Assignee have entered into a certain Purchase and Sale Agreement dated July 23, 1998 pursuant to the terms of which Assignor agreed to execute any additional documents necessary to effectuate the transfer in and to the Trademark.

NOW THEREFORE, in consideration of the foregoing, as well as other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, its successors, legal representatives and assigns, the entire right, title, and interest of Assignor in and to said Trademark, together with the business and goodwill of the business in connection with which the aforesaid Trademark has been used, and all claims, if any, which may have arisen thereunder prior to the date of this instrument.

Assignor has caused this instrument to be executed, by its duly authorized corporate officer all effective this 23 day of July, 1998

INTERNET PORTWORKS INC.


By: MARK POEPING
Title: PRESIDENT