

ASSIGNMENT AGREEMENT

Whereas Q900 Software, Inc. d/b/a Telenetworks, of 625 Second Street, Suite 100, Petaluma, California 94925, has adopted, used and is using a mark which is pending in the United States Patent and Trademark Office, Serial No. 75/232395, Notice of Allowance date July 14, 1998; and

Whereas, Next Level Communications d/b/a Telenetworks of 6085 State Farm Drive, Rohnert Park, California, 94928, is desirous of acquiring said mark and the registration thereof;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Q900 Software, Inc. d/b/a Telenetworks does hereby assign, unto the said Next Level Communications d/b/a Telenetworks all right, title and interest in and to the said mark, together with the good will of the business symbolized by the mark, and the above identified pending registration thereof.

Date: February 5, 1999

ASSIGNOR:

Q900 Software, Inc. d/b/a Telenetworks

ASSIGNEE:

Next Level Communications d/b/a
Telenetworks

By: Charles H. Seebach
Name: Charles H. Seebach
Title: VP/COO

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Title: VP/COO

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

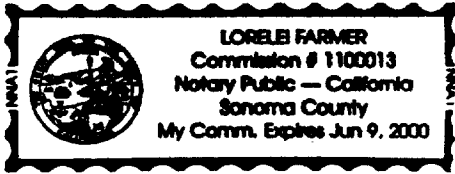
State of California

County of Sonoma

On February 5, 1999 before me, Lorelei Farmer,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Charles H. Seebach,
Name(s) of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Lorelei Farmer
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Assignment Agreement

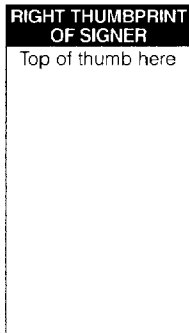
Document Date: February 5, 1999 Number of Pages: 1

Signer(s) Other Than Named Above: Signed document as Assignor & Assignee

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

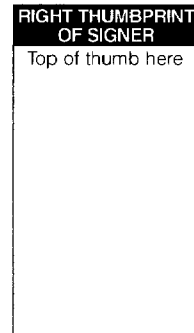
- Individual
- Corporate Officer
Title(s): VP/COO
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

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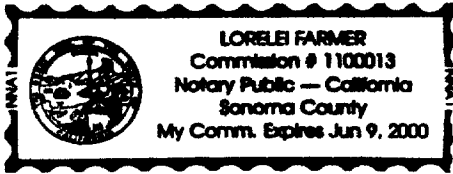
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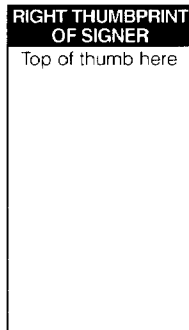
Document Date: February 5, 1999 Number of Pages: 1

Signer(s) Other Than Named Above: signed document as Assignor & Assignee

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

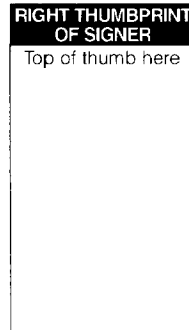
- Individual
- Corporate Officer
Title(s): VP/COO
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



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Signer Is Representing:

