

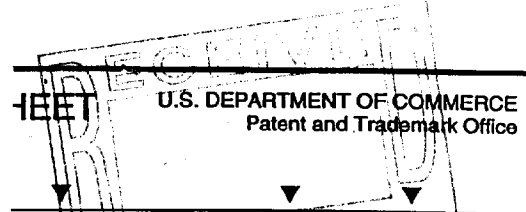
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REC'D 05-24-99

05-28-1999



101050625



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

1. Name of conveying party(ies):

Spectra Precision, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Spectra Precision Software, Inc.

Internal Address: _____

Street Address: 5901 Peachtree Dunwoody Road, NE, Suite A300

City: Atlanta State: GA ZIP: 30328

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: April 21, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- 2,024,225 - MULTIPLANE
- 2,159,649 - QUICKPOINT
- 2,219,400 - TRENCHWORK

Additional numbers attached? Yes No

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

Name: Kimberly Gambrel

Internal Address: _____

Killworth Gottman Hagan & Schaeff, LLP

Street Address: One South Main Street

One Dayton Centre, Suite 500

City: Dayton State: OH ZIP: 45402-2023

6. Total number of applications and registrations involved: _____

3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

05/28/1999 DNGUYEN 00000030 2024225

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
50.00 DP

9. 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.

Kimberly Gambrel

Name of Person Signing

Kimberly Gambrel
Signature

May 21, 1999

Date

4

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

EXHIBIT A

<i>Trademark</i>	<i>Jurisdiction</i>	<i>Status</i>	<i>Registration/Application No.</i>	<i>Goods</i>
MULTIPLANE	U.S.	Registered December 17, 1996	2,024,225	computer software for use in agricultural land leveling design
QUICKPOINT	Australia	Registered September 9, 1997	725,741	computer programs; computer programs for use in transferring survey and construction layout data into electronic survey equipment, for use in the field of construction
QUICKPOINT	European Community	Pending Application Filed January 7, 1997	447,151	computer programs for use in transferring survey and construction layout data into electronic survey equipment, for use in the field of construction
QUICKPOINT	U.S.	Registered May 19, 1998	2,159,649	computer programs for use in transferring survey and construction layout data into electronic survey equipment, for use in the field of construction
TERRACALC	Argentina	Registered June 25, 1996	1,604,086	all goods in International Class 9
TERRACALC	Australia	Registered March 21, 1997	669,797	computer programs for use in earthwork volume calculations and analyses
TERRACALC	Brazil	Pending Application Filed August 21, 1995	818742313	computer programs for use in earthwork volume calculations and analysis

*Will
Dunlop
Hall*

ASSIGNMENT

WHEREAS, Spectra Precision, Inc., a Delaware corporation, having a place of business at 5475 Kellenburger Road, Dayton, Ohio 45424-1099, has adopted, used, is using and is the owner of the trademarks MULTIPLANE, QUICKPOINT, TERRACALC and TRENCHWORK (the "Marks") in connection with certain goods, identified in Exhibit A hereto, and is the owner of registrations or pending applications to register said marks in the United States Patent and Trademark Office, and in countries foreign to the U.S., also identified in Exhibit A;

WHEREAS, Spectra Precision Software, Inc., a Delaware corporation, having its principal offices at 5901 Peachtree Dunwoody Road NE, Suite A300, Atlanta GA 30328, desires to acquire said Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Spectra Precision, Inc. hereby assigns to Spectra Precision Software, Inc. all right, title and interest in and to the Marks together with the goodwill of the business symbolized by said Marks, and registrations therefore, in both the U.S., and in countries foreign to the U.S., as identified in Exhibit A.

Signed at Dayton, Ohio, this 21st day of April, 1999.

Spectra Precision, Inc.

By [Signature]
Its V.P. Marketing

State of Ohio

County of Montgomery

On this 21st day of April, 1999, personally appeared Richard W D'Alessandro, to me known and known to me to be Vice President of Spectra Precision, Inc., the assignor above named, and acknowledges that he/she executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.

[Signature]
Notary Public

JANICE L. SORRELL, Notary Public
STATE OF OHIO, MONTGOMERY COUNTY
MY COMMISSION EXPIRES 3-16-03

TRADEMARK

REEL: 001903 FRAME: 0936

EXHIBIT A, cont.

TERRACALC	Canada	Registered	March 9, 1998	TMA491,085	computer programs for use in earthwork volume calculations and analysis
TERRACALC	Chile	Registered	August 1, 1996	465,253	computer programs for use in earthwork volume calculations and analysis
TERRACALC	Germany	Registered	April 17, 1996	395 44 371	computer programs for use in earthwork volume calculations and analysis
TERRACALC	Japan	Registered	May 9, 1997	4000219	electronic circuits, magnetic discs and magnetic tapes in which computer programs for use in earthwork volume calculations and analyses have been recorded, and other electronic machines and instruments and parts therefor
TERRACALC	Mexico	Registered	August 11, 1995	502,722	computer programs for use in earthwork volume calculations and analysis
TRENCHWORK	U.S.	Registered	January 19, 1999	2,219,400	computer programs for use in quantifying construction depths, excavation quantities, and material back-fill volumes, in the field of underground utility construction

*Will
Abandon
2/21/91*