

05-25-2000

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attached original documents or copy thereof.

1. Name of conveying party(ies):

Diacom Corporation
(a New Hampshire corporation)

5-11-09

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

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

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

Name: Diacom Corporation (a Delaware corporation)

Internal Address: Suite 810

Street Address: 5 Concourse Parkway

City: Atlanta, State: GA ZIP: 30328

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of 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 28, 2000

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,253,071

Additional numbers attached? Yes No

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

Name: Dara F. McLeod

Internal Address: Gardner, Carton & Douglas
Suite 3400

Street Address: 321 N. Clark Street

City: Chicago, State: IL ZIP: 60614

6. Total number of applications and registrations involved:

One

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Any excess fees or insufficiency

Authorized to be charged to deposit account #07-0181

8. Deposit account number:

07-0181

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

05/24/2000 JSHABAZZ 00000199 2253071

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40.00 OP

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.

Dara F. McLeod
Name of Person Signing

Dara F. McLeod
Signature

May 8, 2000
Date

Total number of pages comprising cover sheet:

One

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 002079 FRAME: 0320

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT, made by and between Diacom Corporation, a New Hampshire corporation (“Assignor”), and Diacom Corporation, a Delaware corporation (“Assignee”).

WHEREAS, Assignor and Assignee have entered into a certain Asset Purchase Agreement dated as of the same date as this Assignment among Assignee, Gartland Whalley and barker B.V., a Netherlands company, Assignor and certain of the shareholders of Assignor (the “Purchase Agreement”);

WHEREAS, Assignor is the owner of and has adopted, used and is using the trademark listed in Schedule A attached hereto and made a part hereof, including variations and derivations thereof, whether or not applications, registrations and/or common law rights therefor (the “Mark”);

WHEREAS, Assignee wishes to acquire Assignor's right, title and interest in and to the Mark as listed in Schedule A together with the goodwill of the business in connection with which the Mark is used; and

WHEREAS, Assignor wishes to assign the Mark together with the goodwill of the business in connection with which the Mark is used.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, grant, assign, transfer, convey and deliver to Assignee all of its right, title and interest in and to the Mark together with the goodwill of the business in connection with which the Mark is used and including the subject matter of all claims which may be obtained therefrom for Assignee's own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by the said Assignor if this assignment had not been made; together with all claims for damages by reason of past, present or future infringement or other unauthorized use of the Mark, with the right to sue for, and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

Assignor authorizes and requests the Assistant Commissioner for Trademarks to record Assignee as the owner of the Mark, for the sole use and enjoyment of Assignee, its successors, assigns or other legal representatives.

This Trademark Assignment is delivered pursuant to, on the terms of, and subject to the representations and warranties set forth in the Purchase Agreement.

[Signature Page Follows]

Counterpart signature page to Trademark Assignment

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the 28th day of April, 2000.

DIACOM CORPORATION,
A NEW HAMPSHIRE CORPORATION

By: [Signature]
Name: DONALD W. COMSTOCK
Title: PRESIDENT

Subscribed and Sworn to Before Me
this 28th day of April, 2000.

[Signature]
Notary Public

My commission expires:
NANCY QUICK, Notary Public
My Commission Expires January 22, 2002

DIACOM CORPORATION,
A DELAWARE CORPORATION

By: _____
Name:
Title:

Subscribed and Sworn to Before Me
this _____ day of _____, 2000.

Notary Public
My commission expires: _____

Counterpart signature page to Trademark Assignment

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the 28th day of April, 2000.

DIACOM CORPORATION,
A NEW HAMPSHIRE CORPORATION

By: _____
Name:
Title:

Subscribed and Sworn to Before Me
this _____ day of _____, 2000.

Notary Public
My commission expires: _____

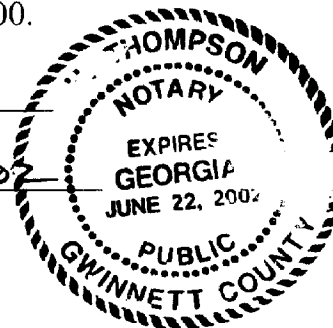
DIACOM CORPORATION,
A DELAWARE CORPORATION

By: [Signature]
Name: Derick March
Title: Vice President

Subscribed and Sworn to Before Me
this 28th day of April, 2000.

A. Thompson

Notary Public
My commission expires: 6/22/2007



SCHEDULE A

Dia*Soft Trademark Reg.# 2,253,071 Issued 6/15/1999

CH01/12070521.1