

06-22-2000



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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		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input checked="" type="checkbox"/> Nunc Pro Tunc Assignment Effective Date Month Day Year 03272000
		<input type="checkbox"/> Merger	
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

Conveying Party Mark if additional names of conveying parties attached

Name Xplain Corporation Execution Date
Month Day Year
05232000

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization California

Receiving Party Mark if additional names of receiving parties attached

Name eSprocket Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2 Atlantic Avenue

Address (line 2) _____

Address (line 3) Boston MA 02110
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 from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

06/22/2000 DNGUYEN 00000048 2102853

01 FC:481 (40.00 DP)

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 the 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), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 002090 FRAME: 0880

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2102853"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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

(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

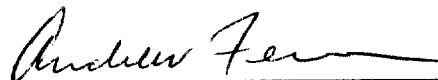
No

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.

Andrew J. Ferren

Name of Person Signing



Signature

5/24/00

Date Signed

NOTICE OF TRADEMARK ASSIGNMENT

In accordance with the provisions of 15 U.S.C. §1060, notice is hereby given of the following trademark assignment ("Assignment"):

Assignor: Xplain Corporation, a California corporation

having an address: P.O. Box 5200
850-P Hampshire Road
Westlake Village, CA 91359-5200

Assignee: eSprocket Corporation, a Delaware corporation

having an address: 2 Atlantic Avenue
Boston, MA 02110

Mark: SPROCKET (U.S. Registration No. 2,102,853)

Rights Assigned: Assignor assigns, sells and transfers to Assignee all right, title and interest in and to the Mark, together with (a) all registrations of the Mark, (b) the goodwill of the business symbolized by and associated with the Mark and the registrations thereof and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Mark or the registrations thereof or such associated goodwill.

Effective Date: March 27, 2000

Term: Perpetual duration

The complete terms and conditions of the Assignment are set forth in a separate Trademark Assignment. Nothing in this Notice of Trademark Assignment shall modify any of the terms of the Trademark Assignment, and to the extent that there is any inconsistency between this Notice of Trademark Assignment and the terms of the Trademark Assignment, the Trademark Assignment shall govern.

[Signatures on next page]

IN WITNESS WHEREOF, the parties have executed this Notice of Trademark Assignment effective as of March 27, 2000.

ASSIGNOR

ASSIGNEE

Neil Ticktin

Brad Williams

NEIL TICKTIN

Bradley P. Williams

(Print Name)

(Print Name)

CEO

VP-Finance & Treasurer

(Title)

(Title)

5/13/2000

5/23/00

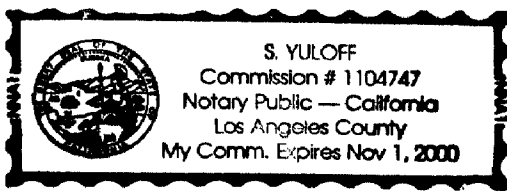
(Date Signed)

(Date Signed)

STATE OF CALIFORNIA)
) ss.
COUNTY OF VENTURA)

Then personally appeared the above-named Neil Ticktin, who being duly sworn stated that he is the CEO of and acknowledged the foregoing instrument to be the free act and deed of Xplain Corporation, before me, this 13 day of MAY, 2000.

[Signature]
Notary Public
My commission expires:



COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

Then personally appeared the above-named Bradley P. Williams, who being duly sworn stated that he is the CFO and Treasurer of and acknowledged the foregoing instrument to be the free act and deed of eSprocket Corporation, before me, this 23 day of May, 2000.

[Signature]
Notary Public
My commission expires: 12/8/01