

01-24-2001

*D/S*



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OCT 09 2000

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

Please record the attached original  
documents or copy thereof:

10-9-00

1. Name of conveying party(ies):  
Softcom Microsystems, Inc.

2. Name and address of receiving party(ies):  
Level One Communications, Inc.  
9751 Goethe Road.  
Sacramento, CA 95827-3500

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation--Delaware  
 Other \_\_\_\_\_

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation--Delaware  
 Other \_\_\_\_\_

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

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) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: December 26, 1999

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

B. Trademark registration No.(s):

A. Trademark Application No.(s):  
Serial No. 75/446,094

Additional numbers attached?  Yes  No

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

Cynthia Hirschl  
HOWREY SIMON ARNOLD & WHITE, LLP  
Post Office Box 4433  
Houston, TX 77210

6. Total number of applications and registrations involved:

1

7. Total fee (37 C.F.R. § 3.41): \$ 40.00

Enclosed  
 Authorized to be charged to deposit account  
 Charge deposit account in the event the check is  
inadvertently omitted, or the amount is insufficient

8. Deposit account number: 01-2508/11359.0683.TMUS00/B

DO NOT USE THIS SPACE

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.

Cynthia Hirschl  
Name of Person Signing

*Cynthia Hirschl*  
Signature

10/4/00  
Date

## ASSIGNMENT, BILL OF SALE AND ASSUMPTION AGREEMENT

Softcom Microsystems, Inc., a Delaware corporation having its principal place of business at 9751 Goethe Rd. Sacramento, CA 95817 ("Transferor"), in exchange for consideration received from Level One Communications, Inc., a corporation with an address at 9751 Goethe Rd. Sacramento, CA 95827-3500 ("Transferee"), such consideration consisting of all of the shares of common stock of Transferor held by Transferee, hereby transfers, assigns, conveys and delegates unto Transferee, its successors and assigns, all of the right, title and interest of Transferor in and to the following assets and liabilities, effective as of the 26<sup>th</sup> day of December 1999 at 12:01 A.M.:

All assets and liabilities of Transferor, of every kind, including but not limited to the contracts listed on Schedule A attached hereto and all other tangible and intangible assets.

TO HAVE AND TO HOLD the same unto Transferee, its successors or assigns, forever, and Transferor does hereby covenant and agree that it will from time to time, if requested by Transferee, its successors or assigns, do, execute, acknowledge and deliver, or will cause to be done, executed, acknowledged and delivered to Transferee or its successors or assigns, such and all further acts, transfers, assignments, powers and assurances of title, and additional papers and instruments and/or cause to be done all acts or things as often may be proper or necessary for better assuring, conveying, transferring or assigning all of the assets hereby conveyed, transferred or assigned, and effectively to carry out the intent hereof, and to vest the entire right, title and interest of Transferor in and to all of the said assets, and Transferor will warrant and defend the same to Transferee, its successors and assigns, forever against all claims or demands whatsoever. Transferor hereby appoints Transferee, its officers, agents, successors and assigns as attorneys-in-fact for Transferor and hereby grants power of attorney, with full power of substitution, to such attorneys-in-fact to perform any of the foregoing acts or things and execute, acknowledge and deliver any of the foregoing agreements, instruments and documents, on behalf of Transferor. The power of attorney set forth herein is granted by the Transferor to the Transferee in contemplation of the dissolution of the Transferor and such power of attorney, being coupled with an interest, shall not be revoked by the filing of the Certificate of Dissolution of the Transferor with the Delaware Secretary of State.

Transferee hereby accepts the foregoing transfer, assignment, conveyance and delegation by Transferor of all assets, and assumes and agrees to perform and satisfy all obligations and liabilities transferred pursuant to this Assignment, Bill of Sale and Assumption Agreement.

IN WITNESS WHEREOF, Transferor and Transferee have caused this instrument to be executed by a duly authorized individual as of this 26<sup>th</sup> day of December 1999.

**TRANSFEROR**

SOFTCOM MICROSYSTEMS, INC.

By: Patricia C. Scatena

Title: Secretary

**TRANSFEEE**

LEVEL ONE COMMUNICATIONS, INC.

By: Patricia C. Scatena

Title: Secretary