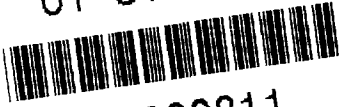


01-31-2001



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

ORDINATION FORM COVER SHEET  
Trademarks ONLY

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

1. Name of conveying party(ies)

RSW SOFTWARE, INC.

Additional name(s) of conveying party(ies)

attached? [ ] Yes [X] No

2. Name and address of receiving party(ies)

Name: EMPIRIX INC.

Street Address: 1430 Main Street

City: Waltham

State: MA

Zip: 02451

1.19.01

Additional name(s) & address(es) attached?

[ ] Yes [X] No

3. Nature of conveyance:

Assignment [ ] Merger

[ ] Security Agreement

[ ] Change of Name

Execution Date: December 16, 2000

4. Application number(s) or trademark number(s): **See Page 2 (Exhibit C2)**

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Trademark Application No.(s)

B. Registration No.(s)

Additional numbers attached? [ ] Yes [ ] No

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

Empirix Inc.  
1430 Main Street  
Waltham, MA 02451

6. Total number of applications and trademarks

Involved (19)

7. Total fee (37 CFR 3.41)....\$760.00

[ ] Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 501589

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

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.

Attorney name: David W. Rouille, Esq.

Registration No. 40,150

Signature: David W. Rouille

Date: Jan 16, 2001

Total number of pages including cover sheet, attachments, and document: [4]

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

01/30/2001 AAHMED1 00000039 501589 75502437

01 FC:481 40.00 CH  
02 FC:482 450.00 CH

**EXHIBIT C2**

<b>#</b>	<b><u>Registration No.</u></b>	<b><u>Application No.</u></b>	<b><u>Division</u></b>	<b><u>Mark</u></b>
1.		75/502437	RSW	E-TEST
2.		75/502438	RSW	E-LOAD
3.		75/502439	RSW	E-MONITOR
4.		75/816305	RSW	TESTMYBEANS
5.		76/007506	EJB	AUTOGEN
6.		76/009970	EJB	AUTOPUB
7.		76/007714	EJB	SYNCLOAD
8.		76/013969	RSW	EMPIRYX
9.		76/013970	RSW	EMPIRIX
10.		76/007503	RSW	E-SENTINEL
11.		76/024930	EJB	TESTADVISOR
12.		76/043432	EJB	AUTOTUNE
13.		76/043411	EJB	EJB-LOAD
14.		76/043430	EJB	EJB-MONITOR
15.		76/042993	EJB	EJB-TEST
16.		76/043410	EJB	EJB-TESTSUITE
17.		76/043431	EJB	EJB-TESTER
18.		76/101854	RSW	D-TRACKER
19.		76/101853	RSW	E-MANAGER

**TRADEMARK ASSIGNMENT**

WHEREAS, RSW Software, Inc., a Massachusetts corporation (hereinafter referred to as "Assignor") and Empirix Inc., a Delaware corporation (hereinafter referred to as "Assignee") have agreed that Assignee shall own and hold all right, title and interest of Assignor in and to certain trademarks and trademark applications set forth on Exhibit C2 attached hereto and made a part hereof (hereinafter referred to as "Marks"); and


WHEREAS, Assignor has agreed to execute such additional instruments as may be necessary or desirable to confirm such assignment to Assignee;

NOW THEREFORE, in consideration of the foregoing, as well as other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, its successors, legal representatives and assigns, the right, title, and interest of Assignor in and to said Marks, together with the goodwill of the business in connection with which the aforesaid Marks have been used, and all claims, if any, which may have arisen thereunder prior to the date of this instrument. Assignor makes no representation or warranty to Assignee herein.

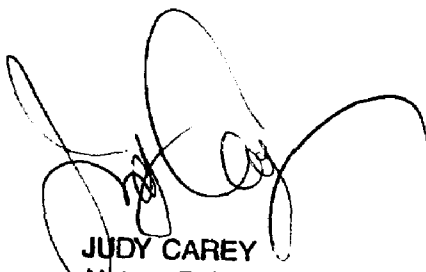
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IN WITNESS WHEREOF, Assignor has caused this instrument to be executed, by its  
duly authorized corporate officer all effective this 19<sup>th</sup> day of December, 2000.

RSW SOFTWARE, INC.

  
By: Stuart M. Osatten  
Title: Vice President and Treasurer

[Notary]

  
JUDY CAREY  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires 02/15/01