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DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
Trademarks ONLY

(.23.0)

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

<p>1. Name of conveying party(ies) HAMMER TECHNOLOGIES, INC.</p> <p>Additional name(s) of conveying party(ies) attached? [] Yes [X] No</p>	<p>2. Name and address of receiving party(ies) Name: <u>EMPIRIX INC.</u> Street Address: <u>1430 Main Street</u> City: <u>Waltham</u> State: <u>MA</u> Zip: <u>02451</u></p> <p>Additional name(s) & address(es) attached? [] Yes [X] No</p> <p style="text-align: center;">RECEIVED JAN 23 2001</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment [] Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name Execution Date: December 16, 2000</p>	

4. Application number(s) or trademark number(s): **See Page 2 (Exhibit C1)**
 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

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Empirix Inc. 1430 Main Street Waltham, MA 02451</p>	<p>6. Total number of applications and trademarks Involved [3]</p> <p>7. Total fee (37 CFR 3.41)....\$<u>120.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 501589 (Attach duplicate copy of this page if paying by deposit account)</p>
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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

EXHIBIT C1

#	Registration No.	Application No.	Division	Mark
1.	1892012	74/472042	HAM	MIDNIGHT NETWORKS & DESIGN
2.	2088739	75/048609	HAM	HAMMER TECHNOLOGIES
3.		75/926531	HAM	CALL SENTINEL

TRADEMARK ASSIGNMENT

WHEREAS, Hammer Technologies, 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 C1 attached hereto and made a part hereof (hereinafter referred to as "Marks"); and

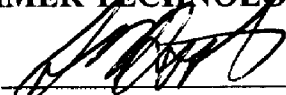
WHEREAS, Assignor has agreed to execute such additional instruments as may be necessary or desirable to confirm such assignment to Assignee;

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.

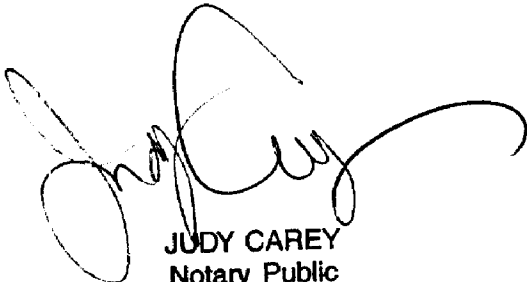
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IN WITNESS WHEREOF, Assignor has caused this instrument to be executed, by its
duly authorized corporate officer all effective this 29th day of December, 2000.

HAMMMER TECHNOLOGIES, INC.


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

[Notary]


JUDY CAREY
Notary Public
Commonwealth of Massachusetts
My Commission Expires 6/21/01