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07-10-2001

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OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies): <u>Progress Software Corporation</u> <u>62901</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Massachusetts</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>NuSphere Corporation</u> Internal _____ Address: _____</p> <p>Street Address: <u>14 Oak Park</u> City: <u>Bedford</u> State: <u>MA</u> Zip: <u>01730</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 1, 2000</u></p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>78/012,816</u></p>	<p>B. Trademark Registration No.(s) _____</p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Peter Markman</u> Internal Address: <u>NuSphere Corporation</u> _____ _____ Street Address: <u>14 Oak Park</u> _____ City: <u>Bedford</u> State: <u>MA</u> Zip: <u>01730</u></p>	<p>6. Total number of applications and registrations involved: <u>6</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>165.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>501592</u></p> <p>(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.

Peter Markman [Signature] June 28, 2001
Name of Person Signing Signature Date

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

07/09/2001 TDIAZI 00000122 501592 78012816
01 FC:481 40.00 CH
02 FC:482 125.00 CH

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

TRADEMARK
REEL: 002325 FRAME: 0505

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



Trademark Application No.(s)

78/033,492

78/035,114

78/035,112

78/022,819

78/022,823

TRADEMARK ASSIGNMENT

WHEREAS, Progress Software Corporation ("the Assignor"), a Massachusetts corporation, having its principal place of business at 14 Oak Park, Bedford, Massachusetts 01730, has adopted, used and is using, the marks set forth in Exhibit A; and desires to convey its right, title and interest in and to such marks;

WHEREAS, NuSphere Corporation, ("the Assignee"), a Delaware corporation having its principal place of business at 14 Oak Park, Bedford, Massachusetts 01730, is desirous of acquiring Assignor's entire right, title and interest in and to the said marks, and the registrations and applications for registration thereof, and the goodwill of the business symbolized thereby;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby agrees as follows:

The Assignor hereby assigns to the Assignee all of its rights, titles and interests in and to the marks listed in the attached Exhibit A together with all of its rights, titles and interests in and to the identified U.S. registrations of said marks, and renewals thereof, together with the goodwill of the business associated with the use of, and symbolized by, said marks, the ongoing and existing business, or portion thereof, associated with the marks, and all rights of action accrued and to accrue under and by virtue thereof, including, without limitation, the right to sue and recover for past infringement and passing off of said marks.

This Assignment shall be deemed effective as of December 1, 2000.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as an instrument under seal.

PROGRESS SOFTWARE CORPORATION

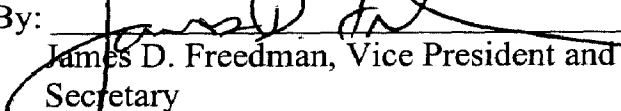
By: 
James D. Freedman, Vice President and General Counsel
Secretary

Exhibit A**Trademarks in the name of Progress Software Corporation
to be assigned to NUSPHERE CORPORATION:**

TRADEMARK	COUNTRY	APPLICATION #/ REGISTRATION #	FILING DATE/ REGISTRATION DATE
NUSPHERE	United States	78/012,816	June 15, 2000
	United States	78/033,492	November 2, 2000
	Argentina	2301000	August 8, 2000
	Australia	840370/ 840370	June 26, 2000/ February 2, 2001
	Brazil	822473879	July 27, 2000
	Canada	1064790	June 23, 2000
	European Community	1713189	June 19, 2000
	Hong Kong	2000/14010	June 24, 2000
	Norway	2000 07412/ 205944	June 27, 2000/ December 7, 2000
	Switzerland	08052/2000	July 5, 2000
NEWSPHERE	United States	78/035,114	November 14, 2000
	United States	78/035,112	November 14, 2000
	European Community	1713536	June 19, 2000
SERIOUSLY OPEN SOFTWARE	United States	78/022,819	August 24, 2000
	United States	78/022,823	August 24, 2000
	Canada	1072530	August 25, 2000
	European Community	1827989	August 28, 2000