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10-01-2001



9-13-01

IN


101861268

OFFICE

RECORDATION FORM COVER SHEET - TRADEMARKS

Commissioner of Patents and Trademarks:

Please record the attached original documents or copy thereof. The required fee in the amount of \$40.00 is enclosed.

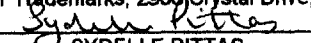
<p>1. <b>Name of conveying party:</b></p> <p>Quallaby, North America, Inc., a Delaware Corporation, f/k/a Acanthe Software Corporation</p>	<p>2. <b>Name and address of receiving party:</b></p> <p>Quallaby Corporation, 59 Composite Way, Suite 400, Lowell, MA 01851</p> <p>A Delaware Corporation</p>
<p>3. <b>Nature of conveyance:</b></p> <p>Assignment as part of assets sale</p> <p>Execution Date: October 19, 2000</p>	<p>4. <b>Application and Reg. numbers:</b></p> <p>Trademark Application Serial No. 75/361,369 Reg. No. 2,283,866</p>
<p>5. <b>Name, address of party to whom correspondence concerning document should be mailed:</b></p> <p>Sydelle Pittas, Esq. PITTAS \ KOENIG P.O. Box 980 Winchester, MA 01890</p>	<p>6. <b>Total number of applications and registrations involved:</b></p> <p>1 registration</p>  <p>09-13-2001 U.S. Patent &amp; TMO/c/TM Mail Rcpt Dt. #79</p>
<p>Total Fee: \$40.00 Enclosed</p>	<p>7. N/A</p>
<p>8. <b>Statement and signature:</b></p> <p>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.</p> <p>Sydelle Pittas  Date: September 10, 2001 Attorney for Assignor and Assignee</p>	

Certificate of Mailing:

Date of Deposit: September 10, 2001

I hereby certify that this paper is being deposited with the United States Postal Service as "First Class Mail" on the date indicated and is addressed to Box Post-Reg. Assignment - FEE,

Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

  
SYDELLE PITTAS

09/20/2001 BYRNE 00000036 75361369

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40.00 UP  
Box Post-Reg. Assignment - FEE  
Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

TRADEMARK  
REEL: 002375 FRAME: 0218



TRADEMARK ASSIGNMENT

Quallaby, North America, Inc. a Delaware corporation (formerly named Proviso Corporation, formerly named Quallaby Corporation, formerly named Acanthe Software Corporation), having a place of business at 59 Composite Way, Suite 400, Lowell, MA 01851 (the "Assignor"), has used and is using the trademarks identified below and is the owner of the trademark applications and registrations identified below, including the goodwill of the business connected with the use of, and symbolized by, said marks.

For good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby assigns to Quallaby Corporation, a Delaware corporation, having a place of business at 59 Composite Way, Suite 400, Lowell, MA 01851 (the "Assignee"), the entire right, title and interest in and to the trademark applications and registrations identified on Schedule A attached hereto and the trademarks which are the subjects thereof, including the goodwill of the business connected with the use of, and symbolized by, said marks.

The Assignor, further agrees, for itself, its successors and assigns, to execute such further documents and to perform such further lawful acts as may reasonably be requested by the Assignee, to effectuate this assignment.

Witness my hand and seal this 29th day of December 2000.

Quallaby North America, Inc.

By: Gregor N. Ferguson  
Gregor N. Ferguson  
President

County of MASS. )  
State of MA )

Then personally appeared the above named G. Ferguson and acknowledged the foregoing act to be \_\_\_ free act and deed, before me, this 29 day of December, 2000.

Paul Bailey  
Notary Public

My commission expires:  
08-25-06

**SCHEDULE A**

**Trademark Applications and Registrations Assigned  
from Quallaby North America, Inc. to Quallaby Corporation**


<b>TRADEMARK</b>	<b>COUNTRY</b>	<b>RN</b>	<b>SN</b>	<b>Reg. Date</b>
PROVISO	Canada	TMA523,208	888,844	2/15/2000
Quallaby	USA	2,283,866	75/361,369	10/5/1999
Quallaby	Massachusetts, USA	55055		1/12/1997

DECLARATION OF ACCEPTANCE

The Assignee hereby agrees to the attached assignment of the listed trademark applications and registrations from the Assignor to the Assignee and applies for recording of the assignment in the registers of the corresponding Trademark offices.

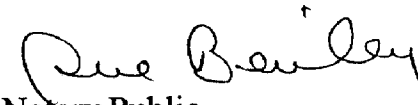
Witness my hand and seal this \_\_ day of December, 2000.

Quallaby Corporation

By:   
Gregor N. Ferguson  
President

State of MA )  
County of Middlesex ) ss.

Then personally appeared the above named G. Ferguson and acknowledged the foregoing act to be \_\_\_ free act and deed, before me, this 29 day of December, 2000.

  
Notary Public

My commission expires:

08-25-06