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To the Honorable Commissioner of Patents

101866277

of original documents or copy thereof.

1. Name of conveying party(ies):

Technology Builders, Inc.

10-101

- Individual(s)
- General Partnership
- Corporation-State Georgia
- Other _____

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: September 21, 2001

2. Name and address of receiving party(ies)

Name: Starbase Corporation

Internal Address: _____

Street Address: 4 Hutton Centre Drive
Suite 800

City: Santa Ana State: CA ZIP: 92707

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/297,363
75/297,362
75/297,360

B. Trademark Registration No.(s)

2,464,085
2,464,086
2,271,033

Additional numbers attached? Yes No

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

Name: Susan J. Barricella

Internal Address: Arter & Hadden LLP

Street Address: Five Park Plaza,
Suite 1000

City: Irvine State: CA ZIP: 92614

6. Total number of applications and registrations involved: _____

6

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed

Authorized to be charged to deposit account

If fee insufficient, please charge

8. Deposit account number:

01-2520

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

10/04/2001 DDYRNE 00000108 75297363
01 FC: 81 40.00 00
02 FC: 82 125.00 00

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.

Susan J. Barricella
Name of Person Signing

Susan J. Barricella
Signature

9-26-2001
Date

Total number of pages including cover sheet, attachments, and document: 2

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

ASSIGNMENT

WHEREAS, Technology Builders, Inc., a corporation organized under the laws of the State of Georgia, United States of America, having a place of business at 4 Hutton Centre Drive, Suite 800, Santa Ana, CA 92707 (hereinafter called the "Assignor"), is the owner of the trademarks and applications and registrations listed below:

<u>MARK</u>	<u>SERIAL NO</u>
TBI-CALIBER	75/297,360
CALIBER-TM	75/297,362
CALIBER-DM	75/297,363


<u>MARK</u>	<u>REG. NO.</u>
CALIBER	2,464,085
CALIBER-RM	2,464,086
SQM FRAMEWORK	2,271,033

AND, WHEREAS, Starbase Corporation, a corporation organized under the laws of the State of Delaware, United States of America, having a place of business at 4 Hutton Centre Drive, Suite 800, Sana Ana, CA 92707, (hereinafter called the "Assignee") is desirous of acquiring from said Assignor the entire right, title and interest in and to the trademarks listed above together with the goodwill of the business pertaining thereto, and the Assignor is willing to assign the trademarks and associated goodwill and the noted applications and registrations to Assignee.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and adequacy of which Assignor hereby acknowledges, Assignor does hereby sell, assign and transfer unto the Assignee, its entire right, title and interest in and to the aforesaid trademarks, together with the goodwill of the business pertaining thereto and the applications and registrations therefor.

IN WITNESS WHEREOF, Assignor has executed this assignment on the 21st day of September, 2001.

TECHNOLOGY BUILDERS, INC.


Name: Douglas S. Norman
Title: CEO

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61335/03232