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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies): HOLOCOMM SYSTEMS, INC.</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 of California <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: HOLOCOM NETWORKS Internal Address: _____ Address: _____</p> <p>Street Address: 2131 Palomar Airport Road, Suite 150 City: Carlsbad State: CA Zip: 92009</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 CALIFORNIA <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></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: September 18, 2001</p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/567,677</p>	<p>B. Trademark Registration No.(s) 2,334,878 2,340,274 2,137,1</p>
<p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: James W. McClain/ Susan B. Meyer Internal Address: _____ _____ _____ Street Address: Brown, Martin, Haller & McClain 1660 Union Street City: San Diego State: CA Zip: 92101</p>	<p>6. Total number of applications and registrations involved: 4</p> <p>7. Total fee (37 CFR 3.41).....\$ 115.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 02-4070 (Attach duplicate copy of this page if paying by deposit account)</p>
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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 B. Meyer Reg. No. 48,168

 Name of Person Signing *Susan B. Meyer* September 20, 2001
 Signature Date

Total number of pages including cover sheet, attachments, and document: 3

10/10/2001 DBYRNE 00000086 75567677
01 FC:481
02 FC:482

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Mail documents to be recorded with required cover sheet information to:
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NUNC PRO TUNC ASSIGNMENT

WHEREAS, HOLOCOMM SYSTEMS, INC., a California corporation, having a principal place of business at 2131 Palomar Airport Road, Suite 150, Carlsbad, California, 92009 has adopted, used and is using and is the owner of the mark "TOPRUNNER" for which an application is pending in the U.S. Patent and Trademark Office under Serial No. 75/672,341, filed April 1, 1999; the mark "HOLOCOMM", registered with the United States Patent and Trademark Office as Registration No. 2,334,878, issued March 28, 2000; the mark "H and DESIGN", registered as Registration No. 2,340,274, issued April 11, 2000; and the mark "HOLOCOMM SYSTEMS", registered as Registration No. 2,137,214, issued February 17, 1998.

WHEREAS, HOLOCOM NETWORKS, a California corporation, having a principal place of business at 2131 Palomar Airport Road, Suite 150, Carlsbad, California, 92009, is desirous of acquiring said trademarks and the applications therefor.

THEREFORE, in consideration of and in exchange for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, HOLOCOMM SYSTEMS, INC., did as of January 19, 2000 assign, transfer and set over unto HOLOCOM NETWORKS all right, title and interest, domestic and foreign, in and to said trademarks and said applications therefor, together with the goodwill of the business in connection with which the mark is used and said application to register said trademark.

The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration to said assignee, HOLOCOM NETWORKS.

Signed at Carlsbad, California this 18 day of September, 2001.

By: [Signature]

Title: Executive Vice President

State of California)
County of San Diego) ss.

On September 18, 2001 before me, the undersigned Notary Public in and for said County and State, personally appeared Thomas E Mitchell personally known to me or

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Karen A. Bergman
(Signature of Notary)

