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U.S. Patent & TMO/ TM Mail Rpt Dt. #26

OMB No. 0651-0011 (exp. 4/94)

12-17-01



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document.

1. Name of conveying party(ies):
National Water & Power, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other

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

2. Name and address of receiving party(ies):
Name: **Open-C Solutions, Inc.**
Internal Address:
Street Address: **Suite 645, 7300 Metro Blvd.**
City: **Edina** State: **MN** ZIP: **55439**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - 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) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Effective Date: **November 20, 2001**

4. Application number(s) or trademark number(s):
A. Trademark Application No(s).
76/036,168 OPEN-C
76/051,953 OPEN-CIS

Additional numbers attached? Yes No

B. Trademark No(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Erika S. Koster, Esq.**
Firm: **Oppenheimer Wolff & Donnelly LLP**
Internal Address: **Suite 3300 - Plaza VII**
Street Address: **45 South Seventh Street**
City: **Minneapolis** State: **MN** ZIP: **55402**
Our File No.: **18532/201 and 202**

6. Total number of applications and registrations involved: **2**

7. Total Fee (37 CFR 3.41) \$65.00.
 Enclosed
 Authorized to be charged to Deposit Account
 Authorized to charge any underpayment or credit any overpayment to Deposit Account.

8. Deposit account number:
50-1901
(Attach duplicate copy of this page if paying by deposit account.)

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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
Erika S. Koster, Esq. *Erika S. Koster* **December 6, 2001**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: -3-
Mail documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335
Washington, D.C. 20231

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01 FC:481 40.00 CH
02 FC:482 25.00 CH

TRADEMARK ASSIGNMENT

WHEREAS, National Water & Power, Inc., a Delaware corporation (hereinafter "Assignor"), is the owner of the trademarks OPEN-C and OPEN-CIS and is the Applicant in the following U.S. trademark applications:

Mark	Application No.	Filing Date	Class
OPEN-C	76/036,168	April 27, 2000	9
OPEN-CIS	76/051,953	May 19, 2000	9

WHEREAS, Open-C Solutions, Inc., a Delaware corporation located and doing business at Suite 645, 7300 Metro Blvd., Edina, Minnesota 55439 (hereinafter "Assignee"), is desirous of acquiring the entire right, title and interest in and to the OPEN-C and OPEN-CIS trademarks and in and to U.S. application Nos. 76/036,168 and 76/051,953, including the goodwill and the business pertaining thereto.

NOW THEREFOR, for One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, the entire right, title and interest in and to the OPEN-C and OPEN-CIS trademarks and in and to U.S. trademark application Nos. 76/036,168 and 76/051,953, including the goodwill and the business pertaining thereto.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed on this 20 day of November, 2001.

NATIONAL WATER & POWER, INC.

By: Patrick J. Langan

Print Name: Patrick J. Langan

Print Title/Position: President - Open-c Solutions