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958434 OVER SHEET TRADEMARKS ONLY

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

Tab settings ⇨ ⇨ ⇨

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

1. Name of conveying party(ies): Next Level Communications, Inc. (d/b/a Telenetworks)
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State Delaware
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: Wind River Systems, Inc.
Internal Address:
Street Address: 500 Wind River Way
City: Alameda State: CA Zip: 94501
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[X] 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

3. Nature of conveyance:
[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: October 10, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,244,957
Additional number(s) attached [] Yes [X] No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Francine M. Hanson, Esq.
Internal Address: Cooley Godward LLP
Street Address: One Maritime Plaza, 20th Floor
City: San Francisco State: CA Zip: 94111

7. Total fee (37 CFR 3.41) \$40.00
[X] Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 03-3118
(Attach duplicate copy of this page if paying by deposit account)

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.
Francine Hanson (Name of Person Signing)
Francine Hanson (Signature)
12/13/01 (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 Patent & Trademarks, Box Assignments Washington, D.C. 20231

01/23/2002 GTDN11 00000132 2244957 01 FC:481 40.00 DP

TRADEMARK ASSIGNMENT

WHEREAS, Next Level Communications, Inc. (d/b/a Telenetworks), a Delaware corporation ("NLC") having a principal address at 6085 State Farm Drive, Rohnert Park, California 94928, has adopted, used, is using and owns the mark that is the subject of a registration in the United States Patent and Trademark Office as listed below (the "Mark"):

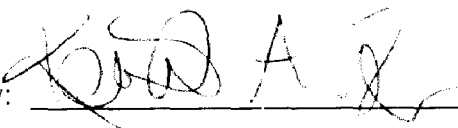
Mark	Registration Number
SoftSAR	2,244,957

WHEREAS, NLC is desirous of assigning the Mark to Wind River Systems, Inc., a Delaware corporation ("Wind River") having a principal address of 500 Wind River Way, Alameda California, 94501;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, NLC does hereby assign unto Wind River all its right, title and interest in and to the Mark, together with the goodwill of the business symbolized by association with the Mark.

Signed this 10th day of October, 2001.

NEXT LEVEL COMMUNICATIONS, INC.

By:  _____

Name: Keith A. Zar

Title: Senior Vice President