

03-13-2002

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U.S. DEPARTMENT OF COMMERCE

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

102012850

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

1. Name of conveying party(ies):
MICRO FOCUS INTERNATIONAL LIMITED, (a company incorporated under the laws of the Cayman Islands)
The Lawn
22-30 Old Bath Road
Newbury, Berkshire RG14 1QN
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: **FOOTHILL CAPITAL CORPORATION**
 Internal Address: _____
 Street Address: **2450 Colorado Avenue, Suite 3000W**
 City: **Santa Monica** State: **CA** ZIP: **90404**
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: **MRD 2/14/12**
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: **August 11, 2001**

US PATENT & TRADEMARK OFFICE
 RECEIVED
 FEB 14 2002
 COMMUNICATIONS SECTION
 02-14-2002
 U.S. Patent & TMO/TM Mail Rpt. Dt. #40

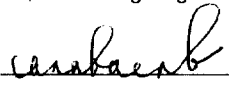
4. Application number(s) or Trademark number(s):
 If this document is being filed together with a new application, the execution date of the applic
 A. Trademark Application No.(s)
75/783739; 75/778962; 76/237,046
 Additional numbers attached? Yes no

B. Trademark No.(s)
1893552, 1641077, 1432758

5. Name and address of party to whom correspondence concerning document should be mailed:
Ana B. Acob, Paralegal
 Name: **Buchalter, Nemer, Fields & Younger**
 Internal Address: _____
 Street Address: **601 So. Figueroa St., Ste. 2400**
 City: **Los Angeles** State: **California** ZIP: **90017**

6. Total number of applications and patents involved:
23
 7. Total fee (37 CFR 3.41)\$ 590.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
20-0052
 (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.
Ana B. Acob  **February 12, 2002**
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: 13

David Adams
 03/12/2002 TDIAZ1 00000068 200052 75763739

01 FC:481 40.00 CH
 02 FC:482 550.00 CH

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

EXHIBIT A

TRADEMARKS

U.S. Trademark Registration/Applications:

MARK	APPLICATION NO./ REGISTRATION NO.	STATUS
REQ	1893552	Registered 5/9/95
VISUAL	1641077	Registered 4/16/91
FORMS-2	1432758	Registered 3/17/87
CIS COBOL	1241836	Registered 6/14/83
INFORMER	1968000	Registered 4/16/96
E.ENABLE THE ENTERPRISE	75/783739	Filed 8/19/99 Completed suspension check, case still suspended, 4/13/01
E.ENABLE THE ENTERPRISE	75/778962	Filed 8/19/99 Completed suspension check, case still suspended, 2/15/01
SMARTTRAN	2234819	Registered 3/23/99
ANIMATOR	1,732,539	Registered 11/17/92. Affidavits of Use and Incontestability approved 3/29/99.
ASSETMINER	76/237,046	Filed 4/4/01. Not yet assigned to an examiner.
ASSETMINER	76/237,202	Filed 4/4/01. Not yet assigned to an examiner.
COBOL WORKBENCH	1,692,496	Registered 6/9/92. affidavits of Use and Incontestability approved 8/24/98.
ENTERPRISE LINK (and Design)	2,301,609	Registered 12/21/99
ENTERPRISE LINK (and Design)	2,313,228	Registered 2/1/00
MAINFRAME EXPRESS	2,404,568	Registered 11/14/00.

**Memorandum of Security Interest
Intellectual Property
(Cayman Co.)**

MARK	APPLICATION NO./ REGISTRATION NO.	STATUS
MICRO FOCUS	1,461,698	Registered 10/20/87. Affidavits of Use and Incontestability approved 9/25/93.
MICRO FOCUS (& DESIGN)	75/404,118	Filed 12/11/97.
NET EXPRESS	75/652,089	Filed 3/2/99. Non-final Office Action mailed 12/11/00.
NETEXPRESS	2,280,944	Registered 9/28/99.
REVOLVE	1,803,667	Registered 11/9/93. Affidavits of Use and Incontestability approved 3/1/00.
VS COBOL WORKBENCH	1,432,757	Registered 3/17/87
XDB	1732780	Registered 11/17/92
XDB SYSTEMS AND DESIGN	1732779	Registered 11/17/92

International Trademark Registrations/Applications:

COUNTRY	MARK	APPLICATION NO./ REGISTRATION NO.	STATUS
Argentina	MICRO FOCUS	1754595	Registered
Argentina	MICRO FOCUS	2327863	Pending
Argentina	MICRO FOCUS	2078822	Pending
Argentina	MICRO FOCUS	1677541	Registered
Australia	MICRO FOCUS	980963	Registered 9/28/00.
Australia	MISCELLANEOUS DESIGN	783280	Registered 9/7/00.
Brazil	MICROFOCUS	821,101,021 821,101,013 821,101,030 821,101,048 821,101,005 821,100,998	All filed 9/21/98.
Canada	MICRO FOCUS	0877856	Filed 5/8/98. Examination correspondence issued 12/6/00.
China	MICRO FOCUS	987,897	Registered 4/21/97.
Columbia	MICRO FOCUS	202,552 202,553 202,555	All registered 10/29/97.
Columbia	MICRO FOCUS	97021132	Pending

Memorandum of Security Interest
Intellectual Property
(Cayman Co.)

COUNTRY	MARK	APPLICATION NO/ REGISTRATION NO.	STATUS
European Community	MICRO FOCUS	515379	Filed 4/17/97. Published 5/8/00. Opposition pending.
European Community	MISCELLANEOUS DESIGN	1047109	Registered 4/26/00.
European Community	NET EXPRESS	974824	Filed 11/3/98. Published 6/5/00. Opposition pending.
European Community	NETEXPRESS	949016	Filed 10/6/98. Published 6/21/99. Opposition pending.
Germany	ANIMATOR	1084396	Registered 11/15/85.
Germany	CIS	1081767	Registered 9/13/85.
Germany	MICRO FOCUS (& Design)	1077386	Registered 5/23/85.
Germany	MICROFOCUS FORMS	1084587	Registered 11/21/85.
Germany	MICROFOCUS LEVEL	1084660	Registered 11/22/85.
Germany	MICROFOCUS PROFESSIONAL	1084588	Registered 11/21/85.
Hong Kong	MICRO FOCUS	15,206 B6409 of 1997	Registered 12/3/96 Registered 8/3/95
Indonesia	MICRO FOCUS	362,516	Registered 6/21/96
Israel	MICRO FOCUS	111962	Registered
Israel	MICRO FOCUS	111963	Registered
Israel	MICRO FOCUS	111964	Registered
Israel	MICRO FOCUS	111965	Registered
Japan	FORMS-2 and Design	1984104	Registered 9/21/87
Japan	FORMS-2 and Design	2057022	Registered 6/24/88
Japan	MICRO FOCUS and Design	3172589	Registered 6/28/96
Japan	MICRO FOCUS and Design	2300128	Registered 1/31/91
Japan	MICRO FOCUS and Design	2578486	Registered 9/30/93
Japan	MICRO FOCUS COBOL/2 and Design	2436615	Registered 7/31/92
Japan	MICRO FOCUS COBOL/2 and Design	2688806	Registered 7/29/94
Japan	OO COBOL and Design	3077882	Registered 9/29/95
Japan	PROFESSIONAL COBOL and Design	2081791	Registered 9/30/88
Malaysia	MICRO FOCUS	85/08/766	Filed 5/31/99
Mexico	MICRO FOCUS	612,122	Registered 5/31/99
New Zealand	MICRO FOCUS	251,744	Registered 7/27/95
Peru	MICRO FOCUS	67115	Registered
Peru	MICRO FOCUS	38772	Registered
Peru	MICRO FOCUS	011633	Registered

Memo lum of Security Interest
Intellectual Property
(Cayman Co.)

COUNTRY	MARK	APPLICATION NO./ REGISTRATION NO.	STATUS
Peru	MICRO FOCUS	011634	Registered
Philippines	MICRO FOCUS	102,643	Filed 9/12/95
Singapore	MICRO FOCUS	7,057/95	Registered 8/1/95
South Africa	MICRO FOCUS	97/5886	Registered
South Africa	MICRO FOCUS	97/5889	Registered
South Africa	MICRO FOCUS	97/5888	Registered
South Africa	MICRO FOCUS	97/5887	Registered
South Korea	MICRO FOCUS	366,281	Registered 6/24/97
Switzerland	MISCELLANEOUS DESIGN	468180	Registered 4/14/99.
Taiwan	MICRO FOCUS	739,821 859,503	Registered 12/15/96 Registered 7/16/99
Thailand	MICRO FOCUS	Kor 46,423	Registered 10/20/87
U.K.	CISCOBOL	1113219	Registered 4/25/79.
U.K.	CISCOBOL	1113218	Registered 4/25/79.
U.K.	FILSHARE	1144348	Registered
U.K.	MICRO FOCUS	2113719	Registered 1/9/98
WIPO (International Register)	ANIMATOR ¹	499501	Registered 11/15/85.
WIPO (International Register)	MICRO FOCUS (& Design) ²	495537	Registered 7/2/85.
WIPO (International Register)	MICROFOCUS FORMS ³	498250	Registered 11/25/85.
WIPO (International Register)	MICROFOCUS LEVEL ⁴	498252	Registered 11/27/85.
WIPO (International Register)	MICROFOCUS PROFESSIONAL ⁵	498251	Registered 11/25/85.

¹ Protection claimed: Austria, Switzerland, Spain, France, Italy, and Benelux.

² Protection claimed: Austria, Bulgaria, Switzerland, Denmark, Egypt, Spain, Finland, France, Hungary, Italy, Norway, Poland, Portugal, Romania, Sweden, Latvia, Russian Federation, Slovenia, Ukraine, Czech Republic, and Benelux.

³ Protection claimed: Austria, Switzerland, France, Italy, and Benelux.

⁴ Protection claimed: Austria, Switzerland, France, Italy, and Benelux.

⁵ Protection claimed: Austria, Switzerland, France, Italy, and Benelux.

Trade names & corporate names

Trade name

MICRO FOCUS

Common law trademarks

MARK
APPMASTER BUILDER
ENTERPRISE LINK
EUROSMART
MAINFRAME ACCESS
OBJECT COBOL DEVELOPERS SUITE
REFLECTOR
SERVER EXPRESS
SMARTTRAN

(a) Avnet, Inc. has opposed the EU trademark application to register the mark NET EXPRESS (Application No. 974824). Avnet's opposition was in response to our opposition of Avnet's application "AVNETEXPRESS." The parties are in the process of settlement negotiations.

(b) Focus Magazin Verlag GmbH ("FMV") has opposed the EU trademark application for the mark MICRO FOCUS (Application No. 515379). FMV alleged prior rights in Germany, a prior international registration, and fame of its mark. Based on Debtor's earlier Madrid Protocol registration for MICRO FOCUS (see WIPO registrations above), Merant plc lodged a cancellation action against FMV's registrations. These matters are proceeding.

(c) Focus Systems, Inc. has opposed the EU trademark application for the mark MICRO FOCUS (Application No. 515379). The parties are in the process of settling this matter and are working on a draft settlement agreement.

(d) Information Builders (Netherlands) B.V. has opposed the EU trademark application for the mark MICRO FOCUS (Application No. 515379). Merant plc and Information Builders have a settlement agreement in place. The parties are working toward settlement of this particular matter within the framework of the earlier settlement agreement.

(e) SCI-Systemas, Computação e Informatica S/A ("SCI") has opposed the Brazilian application for the mark MICRO FOCUS (Application No. 821100998). The opposition is pending. However, in connection with settlement discussions between SCI and DTS (a distributor for the MICRO FOCUS business in Brazil) regarding SCI's trademark infringement claim against DTS for use of the trademark MICRO FOCUS (which is registered in Brazil by SCI), SCI suggested selling its rights to the MICRO FOCUS mark to Merant. The settlement agreement and necessary trademark transfer documentation and judicial/administrative petitions have been drafted and are being negotiated by the parties.

**MEMORANDUM OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

MICRO FOCUS INTERNATIONAL LIMITED, a company incorporated under the laws of the Cayman Islands, whose address is The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN ("Debtor") hereby acknowledges that it has granted to FOOTHILL CAPITAL CORPORATION, whose address is 2450 Colorado Avenue, Suite 3000W, Santa Monica, California 90404 ("Foothill"), a security interest in and to all of Debtor's right, title and interest in and to: (a) the trademark and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference (the "Trademarks"), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference (the "Patents"); (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference (the "Copyrights"); and (d) the patent, trademark and copyright licenses which are identified on Exhibit D attached hereto and herein incorporated by this reference (the "Licenses") owned by Debtor to which such Trademarks, Patents, Copyrights, and Copyright Licenses are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Intellectual Property Security Agreement dated as of August 9th 2001 (the "Agreement"), among the Debtor and Foothill as security for the Indebtedness as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which the Secured Party may have in any other collateral described in the Agreement or otherwise.

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the 9th day of August, 2001.

Executed as a Deed (for purposes of
the Cayman Islands law)
MICRO FOCUS INTERNATIONAL LIMITED
a company incorporated under the laws
of the Cayman Islands

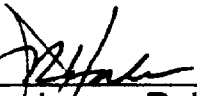
By: 
James R. Hale
Title: Assistant Treasurer

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New Zealand	MICRO FOCUS	251,744	Registered 7/27/95
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WIPO (International Register)	MICRO FOCUS (& Design) ²	495537	Registered 7/2/85.
WIPO (International Register)	MICROFOCUS FORMS ³	498250	Registered 11/25/85.
WIPO (International Register)	MICROFOCUS LEVEL ⁴	498252	Registered 11/27/85.
WIPO (International Register)	MICROFOCUS PROFESSIONAL ⁵	498251	Registered 11/25/85.

¹ Protection claimed: Austria, Switzerland, Spain, France, Italy, and Benelux.

² Protection claimed: Austria, Bulgaria, Switzerland, Denmark, Egypt, Spain, Finland, France, Hungary, Italy, Norway, Poland, Portugal, Romania, Sweden, Latvia, Russian Federation, Slovenia, Ukraine, Czech Republic, and Benelux.

³ Protection claimed: Austria, Switzerland, France, Italy, and Benelux.

⁴ Protection claimed: Austria, Switzerland, France, Italy, and Benelux.

⁵ Protection claimed: Austria, Switzerland, France, Italy, and Benelux.

Trade names & corporate names

Trade name

MICRO FOCUS

Common law trademarks

MARK
APPMASTER BUILDER
ENTERPRISE LINK
EUROSMART
MAINFRAME ACCESS
OBJECT COBOL DEVELOPERS SUITE
REFLECTOR
SERVER EXPRESS
SMARTTRAN

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EXHIBIT B

PATENTS

Registered Patents and Patent Applications:

PATENT NUMBER	TITLE	DATE ISSUED
*5745908	Method for converting a word processing file containing markup language tags and conventional computer code.	April 28, 1998

*Debtor owns an undivided half interest in this patent

EXHIBIT C

COPYRIGHTS

Registered Copyrights:

TITLE	REGISTRATION NO.	REGISTRATION DATE
COBOL developer suite v4.0 for UNIX	TX4915178	7/6/99
Arise (automated recovery of integrated system environments); computer product	TXu315-079	3/22/88 assigned 2/13/90
Function key customizer, TIPC version 1.1	TXu264610	11/25/86
C utility library	TX 1748306	2/6/86
PC/370 cross assembler and emulator	TXu273-526	7/21/87 assigned 6/21/93
Object COBOL developer suite v4.1 for UNIX	TX4915177	7/6/99

EXHIBIT D

**LICENSE AGREEMENTS
(Debtor as Licensee)**

Proprietary Rights Agreement dated August 9, 2001 between Merant plc and Micro Focus International Limited.

Micro Focus Software License for Merant PVCS Professional and PVCS Dimensions Software Products dated August 9, 2001 between Merant plc and Micro Focus International Limited.

OEM License Agreement for Data Direct, PVCS Lite and PVCS Configuration Builder dated August 9, 2001 between Merant plc and Micro Focus International Limited.

Software Library Cross License Agreement dated August 9, 2001 between Merant plc and Micro Focus International Limited.

EXHIBIT D

**LICENSE AGREEMENTS
(Debtor as Licensee)**

Proprietary Rights Agreement dated August 9, 2001 between Merant plc and Micro Focus International Limited.

Micro Focus Software License for Merant PVCS Professional and PVCS Dimensions Software Products dated August 9, 2001 between Merant plc and Micro Focus International Limited.

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