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

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

1. Name of conveying party(ies): Edgewater Private Equity Fund II, L.P.

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation                              2-21-02
- Other:

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

3. Nature of conveyance:

- Assignment                               Merger
- Security Agreement                   Change of Name
- Other Release and Satisfaction of Security Agreement

Execution Date: February 20, 2002

2. Name and address of receiving party(ies):

Name: Alteer Corporation

Internal

Address: Suite 210

Street Address: 6 Venture

City: Irvine State: California Zip: 92618

- 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) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

76/290024  
76/290777  
76/290023

B. Trademark Registration No.(s)

Additional number(s) attached  Yes  No

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

Name: Jessamyn Elliott-Brownell

Internal Address: Latham & Watkins

Street Address: 650 Town Center Drive, Suite 2000

City: Costa Mesa State: CA Zip: 92626

6. Total number of applications and registrations involved: ..... : 3

7. Total fee (37 CFR 3.41) ..... \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number

500524

(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.

Jessamyn Elliott-Brownell  
Name of Person Signing

Jessamyn Elliott-Brownell  
Signature

2/21/02  
Date

Total number of pages including cover sheet, attachments, and document: 10  
Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

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Schedule 1

<b>Trademark</b>	<b>Serial Number</b>
ALTEER	76/290,024
ALTEER & DESIGN	76/290,777
ALTEER OFFICE	76/290,023