



JUN 5 2002

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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):
XTRA On-Line Corporation **6.5.02**

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

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

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

Name: October Acquisition Corporation
Internal Address: _____
Street Address: 3611 Valley Centre Drive, 5th Floor
City: San Diego State: CA ZIP: 92130

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 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:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 30, 2001

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

A. Trademark Application No.(s)
See attached
Schedule A

B. Trademark Registration No.(s)
See attached
Schedule A

Additional numbers attached? Yes No

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

Name: Suzanne M. Turner
Internal Address: _____

Street Address: Wilson Sonsini Goodrich & Rosati
650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304-1050

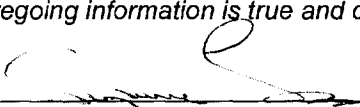
6. Total number of applications and registrations involved:.....5

7. Total fee (37 CFR 3.41)..... \$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-2415 Attn: 14248-900 (charge if fee insufficient)
(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.

Suzanne M. Turner  05/23/02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

06/10/2002 TDIAZ1 00000198 2462117

01 FC:481 40.00 DP
02 FC:482 100.00 DP

Schedule A

<u>Mark</u>	<u>Registration/Application Number</u>
MYTRIP	2,462,117
POWERTRIP	2,278,371
XOL	2,209,593
XTRA	1,964,390
POWERTRIP.COM	75/575,060

TRADEMARK ASSIGNMENT

WHEREAS, XTRA On-Line Corporation, a Delaware corporation having a principal place of business at 301 N. Market Street, 5th Floor, Dallas, Texas 75202 ("Assignor"), has adopted, is using, or intends to use the following trademarks, and is the owner of the following trademarks registered in the United States Patent and Trademark Office (collectively, the "Registered Trademarks");

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Filing Date</u>	<u>Registration Date</u>
MYTRIP	75492012	2462117	May 28, 1998	June 19, 2001
POWERTRIP	75337324	2278371	August 7, 1997	September 14, 1999
XOL	75224593	2209593	October 28, 1997	December 8, 1998
XTRA	74351446	1964390	January 22, 1993	March 26, 1996

WHEREAS, the Assignor has adopted, is using, or intends to use the following trademark, and is the owner of the following application for United States trademark registration in the United States Patent and Trademark Office (the "Application");

<u>Trademark</u>	<u>Serial Number/ Application Number</u>	<u>Filing Date</u>
POWERTRIP.COM	75575060	October 22, 1998

WHEREAS, October Acquisition Corporation, a Delaware corporation, located and doing business at 3611 Valley Centre Drive, 5th Floor, San Diego, California 92130 ("Assignee"), desires to acquire the Registered Trademarks and the Application;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, effective November 30, 2001, all its right, title and interest in and to said Registered Trademarks and said Application, the goodwill of the business symbolized by the Registered Trademarks and Application, that portion of the business of Assignor to which the trademarks pertain pursuant to that certain Asset Purchase Agreement entered into among Assignor, Assignee and Peregrine Systems, Inc. ("Parent"), and Registered Trademarks and Application thereof; Assignor acknowledges and agrees that Parent shall be a third party beneficiary under this Trademark Assignment.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Trademark Assignment to be signed as of the date first written above.


"ASSIGNOR"

XTRA ON-LINE CORPORATION

Name: Mark McCulloch
Title: Chief Executive Officer

"ASSIGNEE"

OCTOBER ACQUISITION CORPORATION

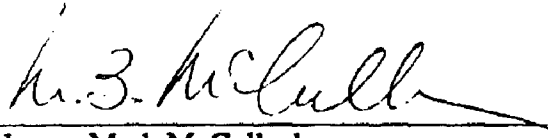


Name: Richard T. Nelson
Title: President

IN WITNESS WHEREOF, Assignor and Assignee have caused this Trademark Assignment to be signed as of the date first written above.

"ASSIGNOR"

XTRA ON-LINE CORPORATION



Name: Mark McCulloch

Title: Chief Executive Officer

"ASSIGNEE"

OCTOBER ACQUISITION CORPORATION

Name: Richard T. Nelson

Title: President