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07-31-2002

07-24-2002



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

To the Honorable Commissioner of Patents and

1. Name of conveying Party(ies):
Next Level SoftProse, Inc. **07-24-02**

Individual Association
 General Partnership Limited Partnership
 Corporation - State - Iowa
 Other _____

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

102173421

Name: Next Level Communications, Inc.

Internal Address: _____

Street Address: 6085 State Farm Drive

City: Rohnert State: CA Zip Code 94928

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:
 (Designations must be a separate document from Assignment) Yes No
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 2, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/858,087 - S8PROSE
75/858,088 - SOFTPROSE

B. Trademark Registration No.(s)

Additional sheet attached? Yes No

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

Bingham B. Leverich, Esq.
 Covington & Burling
 1201 Pennsylvania Avenue, N.W.
 Washington, D.C. 20004

Attorney Docket No. 025932.00001

6. Total number of applications and registrations involved: 1 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.: 03-3412

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.

Kristina Rosette *Kristina Rosette* 7/18/02
 Name of Person Signing Signature Date

07/30/2002 TDIAZ1 00000198 033412 75858087

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

Total number of pages including cover sheet, attachments, and document: 1 2 3



07-24-2002

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ASSIGNMENT OF MARKS AND APPLICATIONS

WHEREAS, Next Level SoftProse, Inc., an Iowa corporation located and doing business at 6085 State Farm Drive, Rohnert Park, CA 94928 ("Assignor"), has adopted, used, and is using the marks and pending federal registration applications thereof identified in Schedule A attached hereto (the "Marks and Applications"), of which Assignor is the sole owner; and

WHEREAS, Next Level Communications, Inc., a Delaware corporation located and doing business at 6085 State Farm Drive, Rohnert Park, California 94928 ("Assignee"), is desirous of acquiring said Marks and Applications;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title, and interest in and to the said Marks and Applications, together with the goodwill of the business symbolized by the said Marks and the Applications thereof.

Next Level SoftProse, Inc.

Dated: 7/2/02

By: [Signature]

Name: Keith A. [Signature]

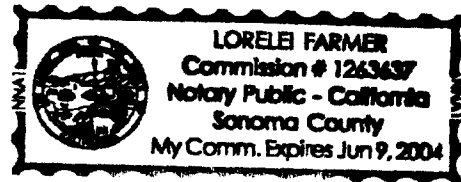
Title: Senior Vice President

SWORN TO AND SUBSCRIBED before me this 2nd day of July, 2002.

[Signature]

Notary Public

My commission expires June 9, 2004



DC: 548981-1

RECORDED: 07/24/2002

TRADEMARK
REEL: 002552 FRAME: 0329