

"D"



FORM PTO-1594 RECORD  
To the Honorable Commissioner of Patents

07-31-2002

07-24-2002

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



102173420

1. Name of conveying Party(ies):  
Next Level SoftProse, Inc.

Receiving Party(ies):

07.24.02

Name: Next Level Communications, Inc.

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

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

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

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: 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  
201 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004

6. Total number of applications and registrations involved: 2

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

Enclosed  
 Authorized to be charged to deposit account

Attorney Docket No. 025932.00001

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  
Name of Person Signing  
  
Signature  
7/18/02  
Date

07/30/2002 TBIAZI 00-900199 033412 75858087  
01 FC:481 40.00 CH  
02 FC:482 25.00 CH  
DC 591942

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

TRADEMARK  
REEL: 002552 FRAME: 0352



07-24-2002

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

**ASSIGNMENT OF MARKS AND APPLICATIONS**

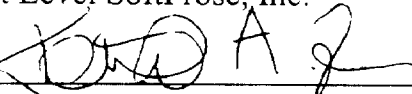
WHEREAS, Next Level SoftProse, Inc., an Iowa corporation located and doing business at 6085 State Farm Drive, Rohnert Park, CA 94928 ("Assignor"), has adopted, used, and is using the marks and pending federal registration applications thereof identified in Schedule A attached hereto (the "Marks and Applications"),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

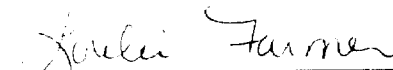
Dated: 7/2/02

By: 

Name: Keith A. Ear

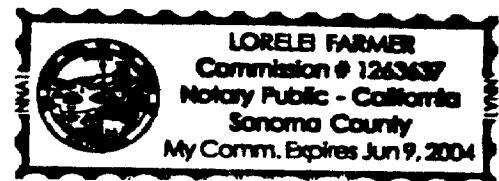
Title: Senior Vice President

SWORN TO AND SUBSCRIBED before me this 2<sup>nd</sup> day of July, 2002.



Notary Public

My commission expires June 9, 2004



DC:54981-1

RECORDED: 07/24/2002

TRADEMARK  
REEL: 002552 FRAME: 0353