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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies):

Prom Software, Inc.

7-30-02

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

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

2. Name and address of receiving party(ies)

Name: William D. Symmes

Internal Address:

Address:

Street Address: PO Box 4027

City: Burlington State: VT Zip: 05406

Individual(s) citizenship U.S.

- Association General Partnership Limited Partnership Corporation-State 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:

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

A. Trademark Application No.(s) 76/349499

B. Trademark Registration No.(s) 1,960,334 1,960,335; 2,420,964

Additional number(s) attached Yes No

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

Name: Charles Knull

Internal Address: Graham, Campaign P.C.

Street Address: 36 West 44th St Ste 1300

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41):

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

FINANCE SECTION JUN 20 AM 7:59

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9. Signature.

CHARLES KNULL Name of Person Signing

Charles Knull July 18, 2002 Signature Date

Total number of pages including cover sheet, attachments, and document: 4

08/05/2002 TDIAZ1 00000053 1960334 01 FC:481 02 FC:482 40.00 OP 75.00 OP

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

TRADEMARK REEL: 002555 FRAME: 0277

ASSIGNMENT

WHEREAS **PROM SOFTWARE, INC.**, a company organized and existing under the laws of Delaware, with an office at 1820 Shelburne Road, Burlington, Vermont 05406 (hereinafter called the ASSIGNOR) is the owner of and has adopted, used and is using the following trademarks registered in the United States Patent and Trademark Office or for which applications for registrations have been filed in the United States Patent and Trademark Office:

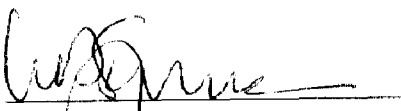
<u>Trademark</u>	<u>Number</u>
LEASEMAKER	1,960,334
LOANMAKER	1,960,335
PROM	2,420,964
PROMSOFT	76/349499 (Appl.)

AND WHEREAS, **WILLIAM D. SYMMES**, an individual resident in the State of Vermont with an address of P.O. Box 4027, Burlington, Vermont 05406 (hereinafter called the ASSIGNEE) is desirous of acquiring the right, title and interest in and to the said trademarks and the registrations thereof;

NOW, THEREFORE, in consideration of U.S. \$2.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, its right title and interest in and to the said trademarks, trademark registrations and trademark applications, together with that part of the goodwill of the ASSIGNOR's business connected with the use of and symbolized by the said trademarks.

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 16 day of July 2002.

PROM SOFTWARE, INC.

By 
Title President