

02-12-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)



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):

StorageSoft, Inc.

01/27/03

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 8, 2002

2. Name and address of receiving party(ies)

Name: Phoenix Technologies Ltd.

Internal

Address:

Street Address: 411 East Plumeria Drive

City: San Jose State: CA Zip: 95134

- 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

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
103 JAN 27 PM 4:18

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,009,996

Additional number(s) attached Yes No

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

Name: Kimberley G. Nobles

Internal Address:

Street Address: Irell & Manella LLP
840 Newport Center Drive, Suite 400

City: Newport Beach State: CA Zip: 92660

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

09-0946

DO NOT USE THIS SPACE

9. Signature.

Kimberley G. Nobles, Reg. No. 38,255
Name of Person Signing

Signature

January 22, 2003
Date

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

02/11/2003 LMUELLER 00000084 2009996

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

01 FC:8521

40.00 OP

TRADEMARK
REEL: 002669 FRAME: 0001

TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is made from StorageSoft, Inc., a Colorado corporation whose principal place of business is 361 Centennial Parkway, Louisville, CO 80027 (the "Seller"), to Phoenix Technologies Ltd., a Delaware corporation, whose principal place of business is 411 East Plumeria Drive, San Jose, CA 95134 (the "Buyer").

Seller desires to assign to Buyer all of Seller's right, title and interest in and to the trademarks and/or service marks (the "Marks") set forth in Section 3.9(e) of the Seller Disclosure Letter, as such term is defined in the Asset Acquisition Agreement entered into between Seller, Buyer and certain other parties as of December 21, 2001 (the "Asset Acquisition Agreement"), together with the goodwill of the business pertaining thereto. The Marks are described on Exhibit A attached hereto.

In consideration for entering into the Asset Acquisition Agreement and for other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Seller does hereby assign, transfer, grant, sell and otherwise convey to Buyer all of Seller's right, title and interest in and to the Marks, including all common law rights therein, registrations, applications to register therefor, together with the goodwill of the business symbolized by the Marks, and all claims for damages by reason of past infringements of the Marks with the right to sue for and collect the same for its own use and benefit, and for the use and on behalf of its successors, assigns and other legal representatives.

Dated: January 8, 2002

STORAGESOFT, INC.

By: [Signature]

Name: Steve Anderson

Title: CEO

State of CO
County of Welder ss:

Before me personally appeared said _____ and acknowledged the foregoing instrument to be his free act and deed this 9 day of January, 2002.

[Signature]
(Notary Public)

MY COMMISSION EXPIRES 11/15/2005

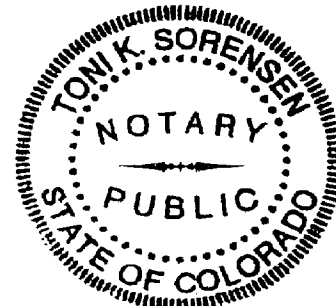


Exhibit A

Registered Trademarks:

DrivePro
EZ-Drive
ImageCast

Registration No.

October 22, 1996
October 22, 1991
January 19, 1999

Unregistered Trademarks:

DriveGuide
EZ-S.M.A.R.T.
EZ-Copy
EZ-CopyWin
EZ-Bios
EZ-Partition
EZ-Install
Area51
AppNstall
RestoreBuilder
WebDrive
System Agent

Date of First Use

February 3, 1998
August 10, 1995
April 8, 1998
Not Used
August 10, 1995
Not Used
Not Used
July 10, 2000
July 1, 2000
June 1, 1999
May 12, 2000
February 10, 1999

In re Application of:

Phoenix Technologies Ltd.

Serial No.: 75/002,151

Filed: **October 5, 1995**

Registration No.: **2,009,996**

Registration Date: **October 22, 1996**

Mark: **EZ DRIVE**

REVOCATION AND POWER OF ATTORNEY

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Dear Madam:

StorageSoft, Inc., now known as Phoenix Technologies Ltd., the assignee of the entire interest of the above-identified registered mark, hereby revokes all previous powers of attorney given, and appoints the firm of:

IRELL & MANELLA LLP, a firm including: Paul Backofen, Reg. No. 42, 278; Norman E. Brunell, Reg. No. 26,533; Douglas Carsten, Reg. No. 43, 534; Gary Frischling, Reg. No. 35,515; Benjamin Hattenbach, Reg. No. 41, 820; Andrei Iancu, Reg. No. 41,862; Jonathan M. Lindsay, Reg. No. 45,810; Samuel K. Lu, Reg. No. 40,707; Kimberley G. Nobles, Reg. No. 38,255; Lisa Partain, Reg. No. 40,763; Babak Redjaian, Reg. No. 42,096; Flavio Rose, Reg. No. 40,791; Jane Shay Wald; Peter Wied, Reg. No.43,264; and Ben J. Yorks, Reg. No. 33,609; all of whom are members of the Bar of the State of California, as its attorneys, with offices located at 840 Newport Center Drive, Suite 400, Newport Beach, California 92660, telephone (949) 760-0991, with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected herewith.

Please direct all communications concerning this Application to:

Kimberley G. Nobles
IRELL & MANELLA LLP
840 Newport Center Drive, Suite 400
Newport Beach, CA 92660

PHOENIX TECHNOLOGIES LTD.

Dated: January 22, 2003

By:



Name: Linda V. Moore

Title: Sr. Vice President and General Counsel