

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):
Neartek, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Speedware Ltee./Ltd.
Internal Address: Suite 100
Street Address: 9999 Cavendish Blvd.
City: Larent, Quebec, State: Zip: Canada

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

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: 08/28/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 78097660
B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Miriam J. Rovner
Internal Address: Goodwin Procter LLP
Exchange Place
Street Address: 53 State Street
City: Boston State: MA Zip: 02109

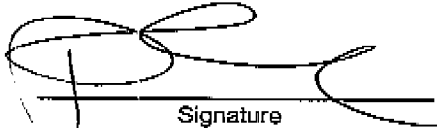
6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-1700

DO NOT USE THIS SPACE

9. Signature.
Rachelle A. Kagan
Name of Person Signing


Signature

Sept. , 2003
Date

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

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

CH \$40.00 071700 78097660

09/25/2003 THU 16:14 FAX 508 366 3443 Neartek Inc.

002/005

ASSIGNMENT OF TRADEMARK

WHEREAS NEARTEK, INC. having a principal place of business at 1500 West Park Drive, Suite 155, Westborough, MA, USA 1581 ("NEARTEK"), is the applicant in a U.S. Trademark application for "AMXW" (the "Trademark") such application bearing trademark serial number 78097660 with the U.S. Patent and Trademark Office;

AND WHEREAS SPEEDWARE LTEE./LTD., a company having its principal place of business in the Province of Quebec ("SPEEDWARE"), is desirous of acquiring all right, title and interest in and to the said Trademark, together with the goodwill of the business associated with such use and symbolized by the said Trademark and the aforesaid application;

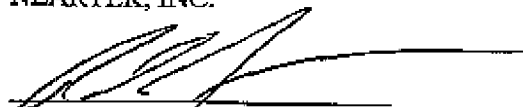
AND WHEREAS NEARTEK is willing to sell, transfer, convey and assign unto SPEEDWARE all of its right, title and interest in and to the said Trademark, together with the goodwill of the business associated with its use and symbolized by the said Trademark and the aforesaid applications absolutely;

NOW THEREFORE for consideration which has been paid on the date hereof, and in reliance upon the future payment by SPEEDWARE to NEARTEK of royalties as set forth in the Agreement for the Purchase and Sale of Assets between NEARTEK and SPEEDWARE dated August 28, 2003 (the "Agreement"), NEARTEK does hereby sell, transfer, convey and assign unto SPEEDWARE all of its right, title and interest in and to the said Trademark, together with the goodwill of the business associated with its use and symbolized by the said Trademark and the said trademark application, for its own use absolutely, the same to be held and enjoyed by SPEEDWARE as it would have been held and enjoyed by NEARTEK had the sale, transfer, conveyance and assignment not been made.

EXECUTED at the City of Westborough, in the Commonwealth of Massachusetts, this 28th day of August, 2003 by the proper officer of the party hereto, duly authorized for that purpose.

NEARTEK, INC.


Per:


K. Bruce Morgan
President and CEO

EXECUTED at the City of Toronto, in the Province of Ontario this 28th day of August, 2003 by the proper officer of the party hereto duly authorized for that purpose.

SPEEDWARE LTEE./LTD.

Per:


Andrew Gutman
President