

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Digi International Inc.		09/19/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Procera Networks, Inc.
Street Address:	3175 South Winchester Boulevard
City:	Campbell
State/Country:	CALIFORNIA
Postal Code:	95008
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Serial Number:	76330349	PROCERA
Serial Number:	76391936	PROCERA NETWORKS
Serial Number:	76402676	QOS EVERYWHERE

CORRESPONDENCE DATA	
Fax Number:	(612)288-9696
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	612-337-2579
Email:	stolt@fr.com
Correspondent Name:	Marsha Stolt
Address Line 1:	60 South Sixth Street
Address Line 2:	3300 Dain Rauscher Plaza
Address Line 4:	Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	14160-013001
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NAME OF SUBMITTER:	Marsha Stolt
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Total Attachments: 3
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ASSIGNMENT OF TRADEMARKS

WHEREAS, Digi International Inc., a Delaware corporation having a place of business at 11001 Bren Road East, Minnetonka, Minnesota, 55343 (“Assignor”) has intended to use the following marks in commerce:

MARK	SERIAL NO.	FILED	INT’L CLASS
PROCERA	76/330,349	10/25/01	9
PROCERA NETWORKS	76/391,936	4/5/02	9
QOS EVERYWHERE	76/402,676	4/30/02	9

and has filed applications in the U.S. Patent and Trademark Office (“PTO”), now assigned the serial numbers set forth above, indicating that intention, but has not yet filed an allegation of use under §§ 1(c) or 1(d) of the Trademark Act; and

WHEREAS, Assignor is the owner of the following application for the following mark outside the United States:

Mark	Country	Appl/Reg. No.	Filing/Reg. Date	Class
PROCERA	European Union	2664175	4/23/02	9

Collectively, the “Marks”; and

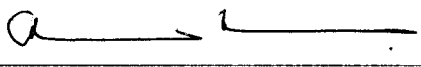
WHEREAS, Procera Networks, Inc., having a place of business at 3175 South Winchester Boulevard, Campbell, CA 95008 (“Assignee”), has acquired the portion of Assignor’s business pertaining to the Marks, as required by 15 U.S.C. § 1060, and desires to acquire the Marks together with the applications and the good will of the business symbolized by the Marks, and to enjoy the protection of any registrations that have or shall issue in connection with the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor does hereby assign, transfer and sell unto Assignee, its successors and assigns, all right, title and interest in and to the Marks together with the good will of the business symbolized by the Marks, and any registrations that have or shall issue in connection with the Marks, including any applications pending for registration of the Marks. Assignor further sells, assigns and transfers unto Assignee its entire right, title and interest in and to any and all causes of action and right of recovery for past infringement of the Marks.

IN WITNESS WHEREOF, the Parties hereto have caused this Assignment, having an Effective Date of September 19, 2003, to be executed by their respective duly authorized representative as set forth below.

DIGI INTERNATIONAL INC.

Date: Nov. 3, 2003

By: 

Name: Subramanian Krishnan

Title: CFO

STATE OF MINNESOTA

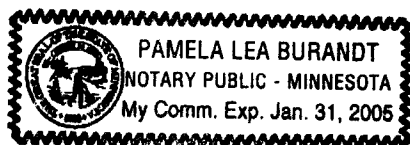
COUNTY OF HENNEPIN

On this 3rd day of November, 2003, before me personally appeared Subramanian Krishnan, Chief Financial Officer of Digi International Inc., known to me to be person whose name is subscribed to the foregoing assignment on behalf of the corporation therein named, and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

Pamela Lea Burandt

Notary Public

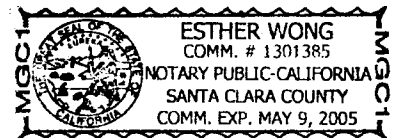
Seal:



PROCERA NETWORKS, INC.

Date: 11/11/03

By: Jay R Zerfoss
Name: Jay Zerfoss
Title: CFO

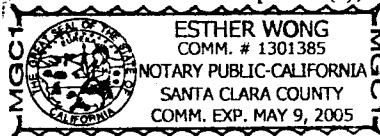


State of California)
County of Santa Clara) (SS

On NOVEMBER 11, 2003 before me, Esther Wong Notary Public,
personally appeared JAY R. ZERFOSS

~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Signature Esther Wong (Seal)

Seal: _____