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

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To the Honorable Commissioner of Patents and Trademarks. Please attach original documents or copy thereof.

1. Name of conveying party(ies): 5580 Holdings, Inc. f/k/a Zeosoft Corporation 6-25-03 [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: Neometrix Acquisition I, Inc. Internal Address: Street Address: 8910 Route 108, Suite C City: Columbia State: MD Zip: 21045 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] 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 [x] No

3. Nature of conveyance: [x] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: June 13, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78204994; 78205026; 78205001; 78205034; and 78205037

B. Trademark Registration No.(s) 2189374; 2189373; 2184056; 2246650; 2265528 and 2240317

Additional number(s) attached [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Kevin A. Buford, Esq. Internal Address: Street Address: Holland & Knight LLP City: McLean State: VA Zip: 22102-4867

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41) \$ 290 [x] Enclosed [ ] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Kevin A. Buford Name of Person Signing [Signature] Signature June 23, 2003 Date Total number of pages including cover sheet, attachments, and document: 3

06/26/2003 6TON11 00000034 78204994 40.00 OP 250.00 OP

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

## TRADEMARK RIGHTS ASSIGNMENT

This Assignment is made and executed this 13<sup>th</sup> day of June, 2003, but effective for all purposes as of April 1, 2003, by 5580 HOLDINGS, INC., a Florida corporation f/k/a ZEOSOFT CORPORATION, having its principal place of business located at 5487 Jet Port Industrial Boulevard, Tampa, Florida 33634 (hereinafter "Assignor"), to and in favor of NEOMETRIX ACQUISITION I, INC., a Delaware corporation having its principal place of business at 8910 Route 108, Suite C, Columbia, Maryland 21045 (hereinafter "Assignee").

Whereas Assignor previously used the marks "ZEOSOFT," "ZEOFUSION," "ZEOSPHERE," "ON DEMAND MOBILE SERVERS," "ON DEMAND MOBILE SERVER NETWORKS," "ZEOLOGIX," "SISLOGIX," "ZEONET," "HRSLOGIX," "FINLOGIX," and "ZEO" (collectively, the "Marks") in interstate commerce and has applied for registration of the Marks with the United States Patent and Trademark Office, which applications have been assigned the Serial/Registration Nos. 78204994, 78205026, 78205001, 78205034, 78205037, 2189374, 2189373, 2184056, 2246650, 2265528, and 2240317, respectively (collectively, the "Trademark Applications and Registrations"); and

Whereas Assignor assigned its entire right, title and interest in and to all trademarks and trademark applications to Assignee for valuable consideration; and

Whereas Assignee has provided such valuable consideration to Assignor;


Accordingly, the parties agree as follows:

1. By that certain Bill of Sale and Assignment dated April 1, 2003, Assignor has conveyed and assigned, and by these presents confirms that it hereby conveys and assigns to Assignee Assignor's entire right, title and interest in and to the Marks, the Trademark Applications and Registrations, the portion of its business to which the Marks pertain, and the goodwill symbolized thereby and associated therewith, and all of Assignor's rights, title and interest in and to any and all other marks, domain names or other intellectual property, including but not limited to zeosoft.com, that are variations on or confusingly similar to the Marks, whether registered, unregistered, or subject to an application for registration under applicable law, together with all associated goodwill..
2. Assignor confirms that it has assigned the Marks and the Trademark Applications and Registrations as part of the transfer of the entire business or portion thereof to which the Marks pertain, as required by 15 U.S.C. §1060.
3. Assignor acknowledges that the portion of Assignor's business to which the Marks pertain is ongoing and existing.

4. Assignee may assign the rights under this Assignment in whole or in part. All references herein to Assignee include any successors or assigns of Assignee.

5. Assignor acknowledges that Assignee has provided valuable consideration for the rights granted under this Assignment. Assignor also represents that the undersigned is duly authorized to execute this Assignment on behalf of Assignor.

6/13/03  
Date

  
Geoffrey Todd Hodges, Corporate  
Secretary, 5580 HOLDINGS, INC., f/k/a  
ZEOSOFT CORPORATION

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF HILLSBOROUGH)

On this 13<sup>th</sup> day of June, 2003, Geoffrey Todd Hodges, who is known to me to be the person whose name is subscribed to the foregoing instrument, personally appeared and executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and official seal.

  
Notary Public

My Commission Expires:  
April 28, 2007

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