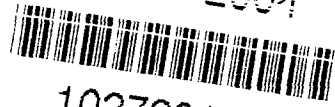


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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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): Nematron Corporation
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: NC Acquisition Corp.
Internal Address:
Street Address: 206 S. Fifth Ave.
City: Ann Arbor State: MI Zip: 48104
Individual(s) citizenship Association
General Partnership Limited Partnership
[X] Corporation-State Michigan
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: March 31, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) See our assignment document
Additional number(s) attached Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Hugo Braun
Internal Address:
Street Address: 206 S. Fifth Ave.
City: Ann Arbor State: MI Zip: 48104

6. Total number of applications and registrations involved: 7
7. Total fee (37 CFR 3.41): \$ 190.00
[X] Enclosed
Authorized to be charged to deposit account
8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.
Matthew G. McNaughton
Name of Person Signing
Signature
Date 4/16/04

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

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

OFFICE OF PUBLIC RECORDS
2004 APR 21 PM 2:15
FINANCE SECTION

04/23/2004 ELJOP/ER 00000003 74165657

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Trademarks Assigned

<u>Serial Number</u>	<u>Registration No.</u>	<u>Date Issued</u>	<u>Word Mark</u>
74165657	1683677	04/21/1992	Nematron
74661300	2056030	04/22/1997	Nematron Power View
75172229	2168363	06/23/1998	VFL
75172600	2189808	09/15/1998	Visual Flowchart Language (VFL)
75172601	2157620	05/12/1998	Hyperkernel
75903311	2490215	09/18/2001	Flexbox
78031802			Controlpointe

ASSIGNMENT OF TRADEMARKS

KNOW ALL MEN BY THESE PRESENTS: That NEMATRON CORPORATION (hereinafter referred to as "NEMATRON"), a Michigan corporation, whose address is 5840 Interface Drive, Scio Township, Washtenaw County, Michigan 48103, and for \$1.00 and other valuable considerations does hereby sell, assign, transfer and set over unto NC ACQUISITION CORP. (hereinafter referred to as "NCAC"), a Michigan corporation, whose address is 206 S. Fifth Avenue, Ann Arbor, Michigan 48104, all right, title and interest of NEMATRON in and to all of the assets, rights, and properties, real and personal, tangible and intangible, relating to the U.S. trademarks identified as follows:

U.S. Trademarks:

<u>Country</u>	<u>Serial Number</u>	<u>Registration No.</u>	<u>Date Issued</u>
US	74165657	1683677	04/21/1992
US	74661300	2056030	04/22/1997
US	75172229	2168363	06/23/1998
US	75172600	2189808	09/15/1998
US	75172601	2157620	05/12/1998
US	75903311	2490215	09/18/2001
US	78031802		Not Issued
EU		486274	01/29/1999
EU		486316	01/29/1999
JP		4220984	12/11/1998

together with the right to bring suit for past, present and future infringements.

NEMATRON does hereby covenant and agree that it will from time to time, if requested by NCAC, its successors and assigns, execute, acknowledge and deliver, or will cause to be done, executed and delivered to NCAC or its successors or assigns, such and all further acts, transfers, assignments, deeds, powers and assurances of title, and additional papers and instruments, and do or cause to be done all acts or things as often as may be proper and necessary for better assuring, conveying, transferring, or assigning all of the property hereby conveyed, transferred, or assigned, and effectively to carry out the intent hereof, and to vest in the entire right, title and interest of NEMATRON in and to all of the said property, and

NEMATRON will warrant and defend the same to NCAC, its successors and assigns, forever against all claims or demands whatsoever.

Executed as of the 31st day of March, 2004.

Witness:




NEMATRON CORPORATION

By: John H. Dunlop

Its: Corporate Secretary

STATE OF MICHIGAN)
)SS:
COUNTY OF WASHTENAW)

The foregoing instrument was acknowledged before me this 31st day of March, 2004 by John H. Dunlop, the Corporate Secretary of NEMATRON CORPORATION, a Michigan corporation, on behalf of the corporation.



James A. Schriener Notary Public
Washtenaw County, Michigan
My Commission Expires: 11-16-2006