

4-30-99

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Recordation Form Cover Sheet

APR 20 1999

TRADEMARKS ONLY

CONFIDENTIAL

Commissioner of Patents and Trademarks:

Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

Trapeze Software, Inc.

2. Name and address of receiving party(ies):

Trapeze Software LLC
P. O. Box 111
The Financial Services Centre
Bishops Hill
Barbados

____ Individual(s):
____ Association:
____ General Partnership:
 Corporation - State: Canada
____ Other: _____

____ Individual(s):
____ Association:
____ General Partnership:
____ Corporation - State:
 Other: Wyoming limited liability company

3. Nature of conveyance:

Assignment
____ Merger
____ Security Agreement
____ Change of Name
____ 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

Execution Date: March 2, 1999

4. Application number(s) or registration numbers:

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/207,905

05/17/1999 MTHAI1 00000005 75207905
01 FC:481 40.00 DP

51899
POWER OF ATTORNEY AND APPOINTMENT OF DOMESTIC REPRESENTATIVE

ASSIGNEE : Trapeze Software LLC
MARK : TRAPEZE and design
SER. NO. : 75/407,905
FILING DATE : December 17, 1998

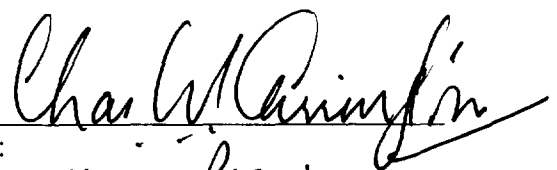
To The Assistant Commissioner for Trademarks
BOX RESPONSES-NO FEE
2900 Crystal Drive
Arlington, Va. 22202-3513

Assignee appoints Jason M. Drangel and Steven H. Bazerman of **Bazerman & Drangel, P.C.**, both members of the New York Bar, whose postal address is: 60 East 42nd Street, Suite 1158, New York, N.Y. 10165, telephone number (212) 292-5390, fax number (212) 292-5391, to transact all business in the Patent and Trademark Office, or the Courts, in connection with the above-referenced applicaiton, with full powers of substitution, revocation and addition, simultaneously revoking all previous powers.

Bazerman & Drangel, P.C. whose postal address is 60 East 42nd Street, Suite 1158, New York, N.Y. 10165, is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

TRAPEZE SOFTWARE LLC

Dated: 6 Apr '99

By: 
Name:
Title: VICE PRESIDENT

Our Ref.: X949-002

(No legalization or other authentication required.)

TRADEMARK
REEL: 001897 FRAME: 0784

TRADEMARK ASSIGNMENTS

Trapeze Software, Inc. to Trapeze Software LLC

WHEREAS, Trapeze Software, Inc. (“Assignor”), a Canadian corporation, having a place of business at 2800 Skymark Avenue, 2nd Floor, Building 1, Mississauga, Ontario, Canada L4W 5A6 desires to sell assign and transfer certain trademarks to Trapeze Software LLC (“Assignee”), a Wyoming limited liability company, having a place of business at P.O. Box 111, The Financial Services Centre, Bishops Hill, Barbados;

WHEREAS, Assignor, is the owner of the following trademark application:

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
TRAPEZE and design	75/407,905	December 19, 1997

WHEREAS, Assignor is desirous of selling and Assignee is desirous of acquiring the trademark of Assignor, including the aforesaid application, together with the goodwill associated with the business to which the mark pertains.

NOW THEREFORE, for \$10.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor, by these presents sells, assigns and transfers to Assignee, its successors and assigns, all right title and interest in and to the above-referenced trademark, together with the goodwill of the business symbolized by the trademark, and the above-identified U.S. trademark application, to be held and enjoyed by said Assignee, as fully as the same would have been enjoyed by said Assignor, had this assignment not been made.

Assignor also assigns and transfers to Assignee, any and all causes of action, claims, demands, or other rights occasioned from or because of any and all past infringement of any of the above referenced trademark.

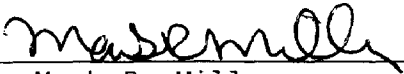
Assignor further agrees that upon request, it will execute any and all documents necessary to

vest all rights, title and interest in and to the above-referenced trademark and the registration therefor.

IN WITNESS WHEREOF, said Assignor, has affixed its signature hereto this 2nd day

of March, 1999.

TRAPEZE SOFTWARE, INC.

By: 
Name: Mark R. Miller
Title: President

Our Ref.: X945-2