

05-10-2001

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4-24-01

To the Honorable Commissioner of Pat

101712305

hed original documents or copy thereof.

1. Name of conveying party(ies):

Lockheed Martin Corporation

- Individual Association
- General Partnership Limited Partnership (MA)
- Corporation - State: Maryland
- Other:

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: November 9, 2000

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

Name: TeraConnect, Inc.

Internal Address:

Street Address: 65 Spit Brook Road

City: Nashua State: NH Zip: 03061

Additional name(s) & address(es) attached Yes No

4. Application number(s) or registration number(s)

A. Trademark Application No.(s)

75/960,695

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ropes & Gray

Internal Address: Catherine R. Howell, Paralegal

Street Address: 1301 K. St., N.W., Suite 800 East

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved:

..... [1]

7. Total Fee (37 CFR 3.41)..... \$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number is 18-1945 (necessary additional fees may also be deducted)

Do Not Use This Space

RECEIVED
2001 APR 24 PM 4:35
ASSIGNMENT SERVICES
DIVISION

405

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Catherine R. Howell

Name of Person Signing

Catherine R. Howell

Signature

4/24/2001

Date

Total number of pages including cover sheet, attachments and documents: [5]

cc: Mona Patel
James Sexton

Attachment XII

ASSIGNMENT OF MARKS

THIS ASSIGNMENT is dated as of the 9th day of November, 2000, and is made from Lockheed Martin Corporation, a Maryland corporation, with its principal place of business located at 6801 Rockledge Drive, Bethesda, Maryland 20817, ("Assignor") on the one hand, to TeraConnect, Inc., a Delaware corporation with its principal place of business located at 65 Spit Brook Road, Nashua, New Hampshire 03061 ("Assignee") on the other hand.

WITNESSETH

WHEREAS, Assignor has adopted, used in commerce and applied for and/or acquired certain registrations and rights in the Marks, all as set forth in Schedule A attached hereto; and

WHEREAS, pursuant to Transaction Agreement dated as of November 14, 2000 (the "Transaction Agreement") among Assignor, Assignee and the Investors named therein, Assignee is desirous of acquiring, and Assignor is desirous of transferring to Assignee, said Marks and the goodwill associated with such Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor assigns to Assignee all rights, title and interests in and to the Marks, the goodwill of the business symbolized by the Marks, all registrations and applications for registration thereof, all rights of action accrued and to accrue under and by virtue thereof, including the right to sue and recover for past infringement of said Marks, and all records and files relating to said Marks. This Assignment of Marks will be governed by the laws of the State of Delaware without regard to its conflicts of laws principles.

Assignor shall sign all documents, provide all testimony and, in general, do all lawful things reasonably requested of them by Assignee to carry out and fulfill the purposes and intent of this Agreement.

Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

ASSIGNEE:

TERACONNECT, INC.

By: [Signature]
Name:
Title:

THE STATE OF NEW YORK

County of New York

This instrument was executed before me on this 8th day of November 2000,
by Serry Truzzolino, the authorized officer (title) of TeraConnect, Inc., a
Delaware corporation, on behalf of said corporation.

WITNESS my hand and official seal.

[Signature: David S. L. Colhane]
Notary Public in and for
The State of New York
DAVID S. L. COLHANE
Notary Public, State of New York
No. 02CU6022262
Qualified in New York County
Commission Expires March 29, 2001

Printed or Typed Name of Notary

My Commission Expires March 29, 2001

IN WITNESS WHEREOF, the parties have executed, made and entered into this Assignment of Marks under seal as of the date first set forth above.

ASSIGNOR:

LOCKHEED MARTIN CORPORATION

By: *W. P. Havenstein*

Name: Walter P. Havenstein

Title: President, Sanders, A Lockheed Martin Company

THE STATE OF NEW HAMPSHIRE

County of Hillsborough

This instrument was executed before me on this 9th day of November, 2000, by Lockheed Martin Corporation.

WITNESS my hand and official seal.

THOMAS XENOPHON TERIMOKOS
Justice of the Peace - New Hampshire
My Commission Expires October 4, 2005

Thomas Xenophon Terimokos

Notary Public in and for
The State of New Hampshire

Printed or Typed Name of Notary

My Commission Expires _____

SCHEDULE A

to

ASSIGNMENT OF MARKS

“Marks” means and includes the following:

1. All trademarks, service marks, trade names, and brand and source identifiers of any type or nature, however embodied or recorded, which have been used in commerce, or have been developed to be used, in association with the Transferred Technology as such term is defined in the Transaction Agreement dated November __, 2000.
2. TeraConnect Intent to Use Application serial number 75/960695 filed March 17, 2000.