

04-21-2003

4/21/03

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

102425620

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Memill, Lynch, Pierce, Fenner and Smith Incorporated

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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:

2. Name and address of receiving party(ies)

Name: Level 8 Systems, Inc.

Internal Address:

Street Address: 8000 Regency Pkwy

City: Cary State: NC Zip: 27511

- Individual(s) citizenship Association General Partnership Limited Partnership 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 No

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

A. Trademark Application No.(s) 1,621,002

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Lori Wheatley

Internal Address: Level 8 Systems, Inc.

Street Address: 8000 Regency Pkwy

City: Cary State: NC Zip: 27511

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Lori Wheatley Name of Person Signing

Lori Wheatley Signature

17 April 2003 Date

Contracts Mgr

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

04/22/2003 6TON1 00000001 1621002 01 FC:0521 40.00 DP

TRADEMARK REEL: 002714 FRAME: 0929

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT, dated as of January __, 2002, by and between Merrill, Lynch, Pierce, Fenner & Smith Incorporated, a Delaware corporation, (the "Assignor"), and Level 8 Systems, Inc., a Delaware corporation (the "Assignee").

WHEREAS, the Assignor and the Assignee have entered into a Purchase Agreement, dated as of January 3, 2002, relating to their overall relationship; and

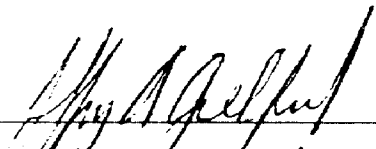
WHEREAS, Assignor is the owner of or has rights in the trademarks, trademark applications and trademark registrations listed on the Schedule attached hereto (the "Trademarks"), and made a part hereof; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, grant, assign, convey and transfer unto Assignee or its designees, all of Assignor's right, title and interest in and to the registered Trademarks and applications to register Trademarks, together with the goodwill of the business connected with the use of, and symbolized by, such Trademarks.

Assignor agrees that it shall execute all further documents reasonably necessary to perfect Assignee's title to the Trademarks.

IN WITNESS WHEREOF, Assignor has caused this assignment to be duly executed on this 3rd day of January 2002.

MERRILL, LYNCH, PIERCE, FENNER &
SMITH INCORPORATED

By: 
Name: Jeffrey A Gelfand
Title: FVP-MLPF+S

SCHEDULE OF TRADEMARKS

Trademark	Country/State	Registration No. [or Application No.]	Registration Date [or Application Date]	Int'l Class
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Cicero	United States	1,621,002	11/6/1990	9