

02-10-2004

To the Honorable Commissioner of
thereof.

the attached original documents or copy



102665629

1. Name of conveying party(ies):

Rouge Wave Software, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State Delaware
- 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: December 29, 2003

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

Name: Quovadx, Inc.

Internal Address: _____

Street Address: 6400 South Fiddler's Green Circle, Suite 1400

City: Englewood State: Colorado ZIP 80111

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic
representative designation is attached:
 Yes No

(Designation 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)

B. Trademark Registration No.(s) 2,359,634,
1,725,267, 1,432,809, 2,070,821, 1,462,558, 1,734,538,
2,530,765, 2,636,987, 2,518,511, 2,337,517, 2,518,512,
2,378,841 and 2,548,397

Additional numbers attached? Yes No

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

Name: Cooley Godward LLP

Internal Address: Attn: Andrew Hartman, Esq.

Street Address: 380 Interlocken Crescent, Suite 900

City: Broomfield State: Colorado ZIP 80021

6. Total number of applications and registration
involved:

13

7. Total fee (37 CFR 3.41):.....
\$ \$340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-3118

(Attach duplicate copy of this page if paying by
deposit account)

RECEIVED - 6 AM 7: 28
APR/FINANCE

DO NOT USE THIS SPACE

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.

Andrew Hartman, Esq.

January 30, 2004

Date

Total number of pages including cover sheet, attachments, and document: 7

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02 000000 300.00 DP

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

INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT

This INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT, dated as of December 29, 2003 (the "Assignment"), is by and between Rogue Wave Software, Inc., a wholly-owned subsidiary of Quovadx, Inc. (the "Assignor"), and Quovadx, Inc. (the "Assignee").

WITNESSETH

WHEREAS, Assignor and Assignee are parties to that certain Agreement and Plan of Merger, dated as of November 3, 2003 (the "Agreement"), pursuant to which a wholly-owned subsidiary of Assignor merged with and into Assignee, resulting in Assignor becoming a wholly-owned subsidiary of Assignee, the terms and conditions thereof are incorporated by reference herein and made a part hereof; and

WHEREAS, Assignor has agreed to transfer to Assignee, and Assignee has agreed to accept and assume from Assignor, all Assignor's intellectual property and intellectual property rights, as set forth and further defined in the Agreement ("Transferred Intellectual Property Rights");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby irrevocably sell, assign, transfer, set over, and deliver, and cause its subsidiaries and affiliates irrevocably to sell, assign, transfer, set over, and deliver to Assignee, in perpetuity and throughout the world, the entire right, title, and interest in and to any and all of the Transferred Intellectual Property Rights, along with the goodwill associated therewith, including, without limitation (i) the Transferred Intellectual Property Rights listed on Schedule 4.1(j) of the Disclosure Schedule to the Agreement and (ii) the patents, patent applications, copyrights, registered copyrights, trademarks, trademark applications and those other Registered Intellectual Property Rights (as such term is defined in the Agreement) set forth in Schedule 4.1(j) of the Disclosure Schedule to the Agreement, which is attached hereto as Exhibit A, both including, without limitation, the right to sue for and recover damages for any past, present or future infringement of such Transferred Intellectual Property Rights, said Transferred Intellectual Property Rights to be held and enjoyed by Assignee or its designee(s) as entirely as the same would have been held and enjoyed by the Assignor and/or its subsidiaries had this sale, assignment and transfer not been made, including the goodwill associated therewith.

Assignor does hereby further agree and promise to execute all instruments and render all such assistance as Assignee may request in order to make and prosecute any and all applications on said Transferred Intellectual Property Rights or to confirm in Assignee or its designee(s) legal title to said Transferred Intellectual Property Rights and all intellectual property rights pertinent to said Transferred Intellectual Property Rights.

Assignor hereby constitutes and appoints Assignee as Assignor's true and lawful attorney in fact, with full power of substitution in Assignor's name and stead, to take any and all steps, including proceedings at law, in equity or otherwise, to execute, acknowledge and deliver any and all instruments and assurances necessary or expedient in order to vest or perfect the aforesaid rights and causes of action more effectively in Assignee or to protect the same or to enforce any claim or right of any kind with respect thereto. Assignor hereby declares that the foregoing power is coupled with an interest and as such is irrevocable.

THIS ASSIGNMENT SHALL BE GOVERNED AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF CALIFORNIA, WITHOUT REGARD TO THE APPLICABLE PRINCIPLES OF CONFLICT OF LAWS.

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

ASSIGNOR:

ROGUE WAVE SOFTWARE, INC.

By: *Mike Sweeney*

Title: president

**ACKNOWLEDGED AND
ACCEPTED:**





ASSIGNEE:







QUOVADX, INC.

By: *Lorin Sweeney*



Title: CEO & president





Exhibit A







MARK	COUNTRY	APP/REG NO.	INT'L CLASS/GOODS/SERVICES
UNITED STATES			
COMPONENTS WITHOUT LIMITS	U.S.	Registration No. 2,359,634	Int'l Class 9: Computer software applications and components
.H++	U.S.	Registration No. 1,725,267	Int'l Class 9: Computer software used for computer software development, consisting of Int'l Class libraries
INMARK	U.S.	Registration No. 1,432,809	Int'l Class 9: Computer programs
JFACTORY	U.S.	Registration No. 2,070,821	Int'l Class 9: Computer software used to create, manipulate, and modify screen displays, to create computer source code from customized screen displays, and to facilitate software development
MARKET MAKER	U.S.	Registration No. 1,462,558	Int'l Class 9: Computer programs
ROGUE WAVE	U.S.	Registration No. 1,734,538	Int'l Class 9: Computer software used for creation of other computer programs
	U.S.	Application No. 76/073,957 Registration No. 2,530,765	Int'l Class 9: Computer software used for creation of other computer programs
SOURCEPRO	U.S.	Application No. 76/233,380 Registration No. 2,636,987	Int'l Class 9: Computer software used for creation of other computer programs
STINGRAY	U.S.	Application No. 75/898,728 Registration No. 2,518,511	Int'l Class 9: Computer software comprising a package of programming tools
STUDIOJ	U.S.	Registration No. 2,337,517	Int'l Class 9: Computer software, namely, a package of programming tools used for the creation of other computer programs
	U.S.	Application No. 75/898,731 Registration No. 2,518,512	Int'l Class 9: Computer software comprising a package of programming tools
	U.S.	Registration No. 2,378,841	Int'l Class 9: Software development components
	U.S.	Application No. 76/073,958 Registration No. 2,548,397	Int'l Class 9: Computer software used for creation of other computer programs
ARGENTINA			
ROGUE WAVE	Argentina	Registration No. 1,564,935	Int'l Class 9: All goods in Int'l Class 9





MARK	COUNTRY	APP/REG NO.	INT'L CLASS/GOODS/SERVICES
	Argentina	Application No. 2,320,939 Registration No. 1.876.564	Int'l Class 9: Computer software used for creation of other computer programs
AUSTRALIA			
ROGUE WAVE	Australia	Registration No. 641,553	Int'l Class 9: Computer software used for creation of other computer programs
	Australia	Application No. 861,060 Registration No. 861,060	Int'l Class 9: Computer software used for creation of other computer programs
STUDIOJ	Australia	Registration No. 783,843	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
BENELUX			
ROGUE WAVE	Benelux	Registration No. 556,142	Int'l Class 9: Computer software Int'l Class 42: Conception, elaboration and updating of software
STUDIOJ	Benelux	Registration No. 649,409	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
BRAZIL			
STUDIOJ	Brazil	Application No. 821,367,552	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
	Brazil	Application No. 823,484,963	Int'l Class 9: Computer software used for creation of other computer programs
CANADA			
ROGUE WAVE	Canada	Registration No. 447,843	Computer software used for creation of other computer programs; computer software and instruction manuals related thereto
	Canada	Application No. 1,086,937 Registration No. TMA583465	Int'l Class 9: Computer software used for creation of other computer programs
STUDIOJ	Canada	Application No. 1,002,930	Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
CHILE			
ROGUE WAVE	Chile	Registration No. 449,471	Int'l Class 9: Computer software used for the creation of other computer programs
	Chile	Application No. 512,008 Registration No. 605.546	Int'l Class 9: Computer software used for creation of other computer programs
CHINA			
ROGUE WAVE	China	Registration No. 1,423,482	Int'l Class 9: Computer software used for the creation of other computer programs
	China	Application No. 2000 200280 Registration No. 1734237	Int'l Class 9: Computer software used for creation of other computer programs

MARK	COUNTRY	APP/REG NO.	INT'L CLASS/GOODS/SERVICES
STUDIOJ	China	Application No. 9900010040	<u>Int'l Class 9</u> : Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
ECTM			
.H++	ECTM	Registration No. 162,438	<u>Int'l Class 9</u> : Scientific, nautical, surveying, electric, photographic, cinematographic, optical, weighing, measuring, signaling, checking (supervision), life-saving and teaching apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs; automatic vending machines and mechanisms for coin-operated apparatus; cash registers, calculation machines. data processing equipment and computers; fire-extinguishing apparatus; computer software used for the creation of other computer programs; computer software used for software development; computer software used to create, manipulate, and modify screen displays, and to facilitate software development; computer software comprising a package of programming tools; <u>Int'l Class 16</u> : Paper, cardboard and goods made from these materials, not included in other Int'l Classes; printed matter; bookbinding material; photographs; stationery; instructional and teaching material (except apparatus); user manuals, user guides, and brochures relating to computer software
ROGUE WAVE	ECTM	Registration No. 162,354	<u>Int'l Class 9</u> : Scientific, nautical, surveying, electric, photographic, cinematographic, optical, weighing, measuring, signaling, checking (supervision), life-saving and teaching apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs; automatic vending machines and mechanisms for coin-operated apparatus; cash registers, calculation machines. data processing equipment and computers; fire-extinguishing apparatus; computer software used for the creation of other computer programs; computer software used for software development; computer software used to create, manipulate, and modify screen displays, and to facilitate software development; computer software comprising a package of programming tools; <u>Int'l Class 16</u> : Paper, cardboard and goods made from these materials, not included in other Int'l Classes; printed matter; bookbinding material; photographs; stationery; instructional and teaching material (except apparatus); user manuals, user guides, and brochures relating to computer software; <u>Int'l Class 42</u> : Computer programming services, creating of computer programs; providing computer programming and software consulting services

MARK	COUNTRY	APP/REG NO.	INT'L CLASS/GOODS/SERVICES
	ECTM	Application No. 2,005,718 Registration No. 2005719	<u>Int'l Class 9</u> : Computer software; computer hardware; computer software used for the creation of computer programs; user and instruction manuals provided in electronic form; <u>Int'l Class 16</u> : printed matter; catalogues, brochures and leaflets; periodicals and magazines; user and instruction manuals; <u>Int'l Class 42</u> : Research, design and consultancy services relating to computer hardware and computer software; support and maintenance services for computer software; computer programming; creating and maintaining web sites; provision of information from a computer database or from the Internet in the fields of computer hardware and computer software
STINGRAY	ECTM	Application No. 1,763,994	<u>Int'l Class 9</u> : Computer hardware and computer software; software for use in the creation of other computer programs; software development components; user and instruction manuals in electronic format <u>Int'l Class 16</u> : Printed matter; brochures, catalogues and leaflets; magazine and periodical publication; user and instruction manuals <u>Int'l Class 42</u> : Research, design and consultancy services relating to computer hardware and computer software; installation and maintenance services for computer software; leasing access time to a computer database; computer programming
STUDIOJ	ECTM	Registration No. 1,054,782	<u>Int'l Class 9</u> : Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
FRANCE			
ROGUE WAVE	France	Registration No. 94/538,466	<u>Int'l Class 9</u> : Scientific, nautical, surveying, electric, photographic, cinematographic, optical, weighing, measuring, signaling, checking (supervision), life-saving and teaching apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs; automatic vending machines and mechanisms for coin-operated apparatus; cash registers, calculating machines. Data processing equipment and computers; computer software used for the creation of other computer programs, software and package
STUDIOJ	France	Registration No. 99,771,635	<u>Int'l Class 9</u> : Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
GERMANY			
ROGUE WAVE	Germany	Registration No. 2,901,843	<u>Int'l Class 9</u> : Computer software used for creation of other computer programs
	Germany	Registration No. 300 92 234	<u>Int'l Class 9</u> : Computer software used for creation of other computer programs

MARK	COUNTRY	APP/REG NO.	INT'L CLASS/GOODS/SERVICES
STUDIOJ	Germany	Registration No. 399 04 152	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
HONG KONG			
ROGUE WAVE	Hong Kong	Registration No. 02981/98	Int'l Class 9: Computer software used for the creation of other computer programs; information stored in electronic, magnetic, optical or other machine-readable media; computer programs; magnetic data carriers, recording discs
	Hong Kong	Application No. 2000 27325 Registration No. 200311479	Int'l Class 9: Computer software used for creation of other computer programs
STUDIOJ	Hong Kong	Application No. 1000/1999	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
INDIA			
	India	Application No. 977,937	Int'l Class 9: Computer software used for creation of other computer programs
ISRAEL			
	Israel	Application No. 145,053 Registration No. 145053	Int'l Class 9: Computer software used for creation of other computer programs
ITALY			
ROGUE WAVE	Italy	Registration No. 684,809	Int'l Class 9: Scientific, nautical, surveying, photographic, cinematographic, optical, weighing, measuring, signaling, checking (supervision), life-saving and teaching apparatus and instruments; electric apparatus and instruments; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs; automatic vending machines and mechanisms for coin-operated apparatus; cash registers, calculating machines. data processing equipment and computers, namely, computer software used for creation of other computer programs
STUDIOJ	Italy	Application No. FI99C000081	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
JAPAN			
ROGUE WAVE	Japan	Registration No. 3,278,311	Int'l Class 9: Computers (including central processing units, programmed data carrying electronic circuits/magnetic disks/magnetic tapes, peripheral equipment for computers); other electronic machines/instruments and their parts/fittings; electrical communication apparatus/instruments
	Japan	Application No. 2000-137045 Registration No. 4492099	Int'l Class 9: Electronic machines/instruments and their parts/fittings
STINGRAY	Japan	Application No.2000-78864	Int'l Class 9: Electronic machines/instruments and their parts/fittings
STUDIOJ	Japan	Application No. 11-5409	Int'l Class 9: Electronic machines/instruments and their parts/fittings

MARK	COUNTRY	APP/REG NO.	INT'L CLASS/GOODS/SERVICES
KOREA			
ROGUE WAVE	Korea	Registration No. 340,894	Int'l Class 9: Computer software used for the creation of other computer programs, direct current generators, dry cells, ammeter, coated electric wire, TV games sets, telephone sets, diodes and insulators
	Korea	Application No. 2000-58185 Registration No. 536211	Int'l Class 9: Computer software used for creation of other computer programs
STUDIOJ	Korea	Registration No. 462,289	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
MEXICO			
ROGUE WAVE	Mexico	Registration No. 488,200	Int'l Class 9: Computer software used for creation of other computer programs
	Mexico	Application No. 464,144 Registration No. 705,609	Int'l Class 9: Computer software used for creation of other computer programs
STUDIOJ	Mexico	Registration No. 646,660	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
NEW ZEALAND			
ROGUE WAVE	New Zealand	Registration No. 241,427	Int'l Class 9: Computer software; including computer software used for the creation of other computer programs
	New Zealand	Application No. 629,298 Registration No. 629,298	Int'l Class 9: Computer software used for creation of other computer programs
RUSSIA			
	Russia	Application No. 2000732503 Registration No. 217712	Int'l Class 9: Computer software used for creation of other computer programs
SINGAPORE			
ROGUE WAVE	Singapore	Application No. T01/16365Z Registration No. T01/16365Z	Int'l Class 9: Computer software used for the creation of other computer programs
	Singapore	Application No. 2000/21424B Registration No. Too/21424B	Int'l Class 9: Computer software used for creation of other computer programs
STUDIOJ	Singapore	Application No. 644/99	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
SOUTH AFRICA			
	South Africa	Application No. 2000/25215	Int'l Class 9: Computer software used for creation of other computer programs

MARK	COUNTRY	APP/REG NO.	INT'L CLASS/GOODS/SERVICES
SWEDEN			
ROGUE WAVE	Sweden	Registration No. 302,624	Int'l Class 9: All goods in Int'l Class 9
	Sweden	Application No. 00-09532 Registration No. 383 182	Int'l Class 9: Computer software used for creation of other computer programs
STUDIOJ	Sweden	Registration No. 339,905	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
SWITZERLAND			
ROGUE WAVE	Switzerland	Registration No. 425,838	Int'l Class 9: Computer software used for creation of other computer programs; scientific, nautical, surveying, photographic, cinematographic, optical, weighing, measuring, signaling, checking (supervision), life-saving and teaching apparatus and instruments (as far as included in Int'l Class 9); magnetic data carriers, recording discs; automatic vending machines and mechanisms for coin-operated apparatus; cash registers, calculating machines. data processing equipment; fire-extinguishing apparatus
	Switzerland	Application No. 14921/2000 Registration No. 486,146	Int'l Class 9: Computer software used for creation of other computer programs
STUDIOJ	Switzerland	Registration No. 464,853	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
TAIWAN			
ROGUE WAVE	Taiwan	Registration No. 00702,505	Int'l Class 9: Compact discs or floppy discs recording computer software used for creation of other computer programs
	Taiwan	Application No. 89,072,919 Registration No. 1002082	Int'l Class 9: Computer software used for creation of other computer programs
STUDIOJ	Taiwan	Application No. 88,003,110	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools
UNITED KINGDOM			
ROGUE WAVE	United Kingdom	Registration No. 1,585,966	Int'l Class 9: Computer software
	United Kingdom	Application No. 2,257,339 Registration No. 2257339	Int'l Class 9: Computer software used for creation of other computer programs
STUDIOJ	United Kingdom	Application No. 2,187,059	Int'l Class 9: Computer software used for the creation of other computer programs; computer software comprising a package of programming tools

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