

10-03-2001
101863266

Atty Docket No.: 111039.00132

FORM PTO-1595
1-31-92

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

PATENTS ONLY

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

1. Name of conveying party(ies):

ZIXIT CORPORATION

19/25/01

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

Name: TRANSCORE HOLDINGS, INC.

Address: 8158 Adams Drive
Liberty Centre, Bldg. 200
Hummelstown, PA 17036

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: September 21, 2001

Additional name(s) and address(es) attached? Yes No

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

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

B. Patent No.(s)

5,414,624

Additional numbers attached? Yes No

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

BLANK ROME COMISKY & MCCAULEY LLP
THE FARRAGUT BUILDING
SUITE 1000
900 17TH STREET, NW
WASHINGTON, DC 20006

6. Total applications and patents involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 23-2185
(Attach duplicate copy of this page if paying by deposit account)

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.

Michael C. Greenbaum

Name of Person Signing

Registration Number: 28,419

Signature

September 25, 2001

Date

Total number of pages including this cover sheet: 8

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents
Box Assignments
Washington, D.C. 20231**

PATENT 11/2000

REEL: 012199 FRAME: 0651

ASSIGNMENT

111039.00132

THIS ASSIGNMENT is made on the date noted below. For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ZIXIT CORPORATION, a corporation organized and existing under the laws of the State of Texas, having a place of business at 2711 North Haskell Ave., Suite 2850, LB 36, Dallas, Texas 75204 (hereinafter referred to as the "ASSIGNOR"), which was formerly known by an assumed name as CUSTOMTRACKS CORPORATION, having changed the name pursuant to a Certificate of Amendment dated September 16, 1999, attached hereto as Exhibit A, which was formerly known as AMTECH CORPORATION, having filed an Assumed Name Certificate For An Incorporated Business with the Office of the Secretary of State of Texas on July 9, 1998, attached hereto as Exhibit B, hereby assigns and transfers to TRANSCORE HOLDINGS, INC., a Delaware Corporation having a principal place of business at 8158 Adams Drive, Liberty Centre, Bldg. 200, Hummelstown, PA 17036 and its successors, assigns and legal representatives (hereinafter referred to as the "ASSIGNEE"), all of the rights, title and interest of ASSIGNOR throughout the world in and to any and all inventions and improvements which are the subject of U. S. Patent No. 5,414,624 issued May 9, 1995 (hereinafter referred to as the "Patent"):

This assignment includes all of ASSIGNOR'S right, title and interest in, to and under the Patent and all divisions, renewals, continuations and continuations-in-part thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof (including, without limitation, all proceeds thereof and the rights to sue for past, present and future infringements), and all applications for Letters Patent which may hereafter be filed for said Patent in any country or countries foreign to the United States, and all Letters Patent which may be granted for said Patent in any country or countries foreign to the United States hereby authorized, and requests the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to record ASSIGNEE as the owner of all such Patent and to issue all Letters Patent for said Patent to be in the name of the said ASSIGNEE, as assignee of the Patent, for the sole use of ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this Assignment.

This Assignment includes the right to claim priority based on the filing date of the above-mentioned Patent under the International Convention for the Protection of Industrial Property, the Patent Cooperation Treaty, the European Patent Conventions, and all other treaties of like purposes.

-1-

111039.00132/35142913v2



PATENT
REEL: 012199 FRAME: 0652

ASSIGNOR hereby requests the Commissioner of Patent and Trademarks to issue any Letters Patent or Reissue Patent of said Patent or extension thereof to the said ASSIGNEE.

ASSIGNOR
ZIXIT CORPORATION

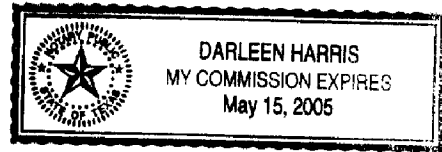
Ronald A. Woessner
Officer's Name: Ronald A. Woessner
Title: S.V.P.

IN WITNESS WHEREOF, I hereunto set my hand and seal at

Dallas, Texas this 21st day of September, 2001.

Darleen A Harris L.S.
First Middle Initial Last

State of Texas)
) ss.
County of Dallas)



Before me this 21st day of September, 2001, personally appeared Ronald A. Woessner known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

Darleen Harris
Notary Public
My Commission Expires: 5-15-03

ASSIGNEE
TRANSCORE HOLDINGS, INC.

Officer's Name:
Title:

IN WITNESS WHEREOF, I hereunto set my hand and seal at

_____ this _____ day of _____, 2001.

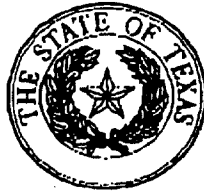
_____ L.S.

First Middle Initial Last

State of)
) ss.
County of)

Before me this _____ day of _____, 2001, personally appeared _____ known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

Notary Public
My Commission Expires:



The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

ZIXIT CORPORATION

FORMERLY

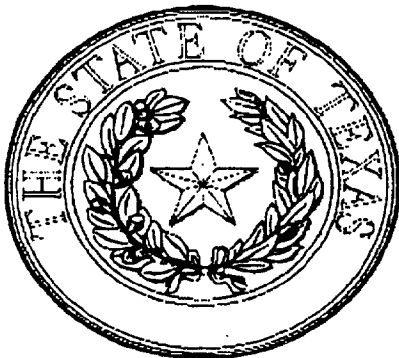
CUSTOMTRACKS CORPORATION
CHARTER NUMBER 01054042

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED SEP. 16, 1999

EFFECTIVE SEP. 16, 1999



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

EXHIBIT A

09/28/99 TUE 11:12 [TX/RX NO 9316]

PATENT

REEL: 012199 FRAME: 0655

SEP 16 1999

Corporations Section

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CUSTOMTRACKS CORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is CustomTracks Corporation.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on September 14, 1999. The amendment alters Article I of the current Articles of Incorporation, as last amended on September 1, 1998, and the full text of Article I as amended is as follows:

"ARTICLE I

The name of the corporation is ZixIt Corporation."

ARTICLE THREE

The number of shares of the corporation outstanding at the time of the adoption of the above amendment was 17,600,829, and the number of shares entitled to vote on the amendment was 15,267,929.

ARTICLE FOUR

The number of shares of the corporation voted for the above amendment was 14,687,759, and the number of shares voted against the amendment was 112,801.-

Dated: September 14, 1999

CUSTOMTRACKS CORPORATION

By: Ronald A. Woessner
Ronald A. Woessner, Secretary



Office of the Secretary of State

July 9, 1998

RE: AMTECH CORPORATION

ASSUMED NAME: CUSTOMTRACKS CORPORATION

FILE DATE: JULY 9, 1998

The assumed name certificate for the above referenced entity has been filed in this office. This letter may be used as evidence of the filing.

Please be aware that pursuant to Section 36.17 of the Texas Business and Commerce Code, the filing of an assumed name certificate does not give the registrant any right to use the name when contrary to the common law or statutory law of unfair competition, unfair trade practices, common law copyright, or similar law.

In addition to filing with the Secretary of State, Chapter 36 of the Texas Business and Commerce Code requires filing of the assumed name certificate with the county clerk in the counties in which the registered office and the principal office of the entity are located.

Sincerely yours,

A handwritten signature in cursive script that reads "Lorna Wassdorf".

Lorna Wassdorf
Deputy Assistant Secretary
Statutory Filings Division

LSW: DLU

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FAX (512) 463-5709

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The Office of the Secretary of State does not discriminate on the basis of race, color, national origin, sex, religion, age or disability in employment or the provision of services.

EXHIBIT B

09/28/99 TUE 11:12 PATENT NO 93161

REEL: 012199 FRAME: 0657

ASSUMED NAME CERTIFICATE
FOR AN INCORPORATED BUSINESS

FILED
In the Office of the
Secretary of State of Texas
JUL 9 1998

1. The name of the corporation, limited liability company, limited partnership or registered limited liability partnership as stated in its Articles of Incorporation or comparable document is:
AMTECH CORPORATION
2. The assumed name under which the business or professional service is to be conducted or rendered is: CUSTOMTRACKS CORPORATION
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is 19111 Dallas Parkway, Suite 300, Dallas, Texas 75287.
4. The period during which the assumed name will be used is ten (10) years.
5. The entity is a (circle one): business corporation, non-profit corporation, professional corporation, professional association, limited liability company, limited partnership, registered limited liability partnership or some other type of incorporated business, profession or other association.
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 19111 Dallas Parkway, Suite 300, Dallas, Texas 75287 and the name of its registered agent at such address is: Steve M. York
7. The address of the principal office is the same as its registered office address.
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are "ALL".

AMTECH CORPORATION

By: Ronald A. Waessner
Name: Ronald A. Waessner
Title: V.P.

Before me on this 24th day of June, 1998, personally appeared Ronald A. Waessner and acknowledged to me that he executed the foregoing certificate for the purposes therein expressed.



(Notary seal)

Darleen Harris
Notary Public in and for the State of Texas