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

1. Name of Conveying Party(ies): ALL INDIVIDUALS
   Charles R. Buckman
   12017 Scofield Farms Drive
   Austin, Texas 78727
   Citizenship: United States of America
   Additional name(s) of conveying party(ies) attached?
   X Yes  No

2. Name and Address of receiving Party(ies):
   Name: Netpliance, Inc.,
   Street Address:
   7501-B North Capital of Texas Highway
   City: Austin  State: Texas  Zip: 78731
   Additional name(s) & address(es) attached?
   Yes  X  No

3. Nature of conveyance:
   X Assignment  Merger
   Security Agreement  Change of Name
   Other
   Execution Date: 1st Inventor: 7/16/01; 2nd Inventor: 7/18/01; 3rd
   Inventor: 7/16/01; 4th Inventor: 7/18/01; 5th Inventor: 7/23/01; 6th
   Inventor: 7/17/01; 7th Inventor: 7/19/01; 8th Inventor: 7/17/01; 9th
   Inventor: 7/18/01

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)
      09/897,189
   B. Patent No.(s)
   Additional Number(s) attached?
   Yes  X  No

5. Name and address of party to whom correspondence concerning document should be mailed:
   Name: Robert W. Holland
   Internal Address: Baker Botts L.L.P.
   Street Address: 2001 Ross Avenue, Suite 600
   City: Dallas  State: Texas  Zip: 75201-2980

6. Total number of applications and patents involved: One

7. Total Fee (37 CFR 3.41): $40.00
   X Enclosed
   Authorized to be charged to deposit account

8. Deposit account number:
   No. 02-0384 of Baker Botts L.L.P.
   (Attach Duplicate Copy of this page if paying by deposit account)

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   Robert W. Holland
   Signature
   9/21/01
   Name of Person Signing
   Date
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Section 1 - Name of conveying parties

Additional names (individual)

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Francis S. Webster, III
809 Red Bud Trail
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Citizenship: United States of America
ASSIGNMENT

WHEREAS, I, the undersigned inventor of residence as listed, have invented certain new and useful improvements as below entitled, for which application for United States Letters Patent is made, said application having been executed on the date set forth below; and

WHEREAS, Netpliance, Inc. (hereinafter referred to as "Assignee"), a Texas corporation, with an address of 7501-B North Capital of Texas Highway, Austin, Texas 78731, desires to acquire my entire right, title and interest in and to the invention, and in and to the said application and any Letters Patent that may issue thereon;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, I assign to Assignee, all right, title and interest in and to said invention and in and to said application and all patents which may be granted therefor, and all provisionals, divisions, reissues, continuations, continuations-in-part and extensions thereof; and I authorize and request the Commissioner of Patents and Trademarks to issue all patents for said invention, or patents resulting therefrom, insofar as my interest is concerned, to Assignee.

I also assign to Assignee, subject to the Agreement, all right, title and interest in and to the invention disclosed in said application throughout the world, including the right to file applications and obtain patents, utility models, industrial models and designs for said invention in its own name throughout the world, including all rights to publish cautionary notices reserving ownership of said invention and all rights to register said invention in appropriate registries; and I further agree to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other papers in connection therewith necessary to perfect such right, title and interest in Assignee.

I will communicate to Assignee any facts known to me respecting any improvements; and, at the expense of Assignee, I will testify in any legal proceedings, sign all lawful papers, execute all provisional, divisional, continuation, continuation-in-part, reissue and substitute applications, make lawful oaths and declarations, and generally do everything possible to vest title in Assignee and to aid Assignee to obtain and enforce proper protection for said invention in all countries.
This Assignment shall be binding on the party's successors, assigns and legal representatives.

Title of Invention: **SYSTEM AND METHOD FOR PROCESSING NETWORK PACKET FLOWS**

Signature of First Inventor: 
Inventor's Name: Charles R. Buckman
Residence (City, County, State) Austin, Travis County, Texas
Date of Signature: 7/16/01
Date Application Executed: 7/16/01

Signature of Second Inventor: 
Inventor's Name: Dennis J. Cox
Residence (City, County, State) Austin, Travis County, Texas
Date of Signature: 7/18/01
Date Application Executed: 7/18/01

Signature of Third Inventor: 
Inventor's Name: Donovan M. Kolbly
Residence (City, County, State) Austin, Travis County, Texas
Date of Signature: 7/18/2001
Date Application Executed: 7/18/2001
Signature of Fourth Inventor:
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Residence (City, County, State) Austin, Travis County, Texas
Date of Signature: 7/16/01
Date Application Executed: 7/16/01

Signature of Fifth Inventor:
Inventor's Name: Brian C. Smith
Residence (City, County, State) Fort Worth, Tarrant County, Texas
Date of Signature: 7/23/01
Date Application Executed: 7/23/01

Signature of Sixth Inventor:
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Date of Signature: 7/17/2001
Date Application Executed: 7/17/2001

Signature of Seventh Inventor:
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Date of Signature: 7/19/01
Date Application Executed: 7/19/01
Signature of Eighth Inventor: 
Inventor's Name: Joe Wayne Blackard

Residence (City, County, State) Austin, Travis County, Texas

Date of Signature: 7/17/01

Date Application Executed: 7/17/01

Signature of Ninth Inventor: 
Inventor's Name: Francis S. Webster, III

Residence (City, County, State) Austin, Travis County, Texas

Date of Signature: 7/18/01

Date Application Executed: 7/18/01