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To the Honorable Commissioner of F original documents or copy thereof.

1. Name of conveying party(ies): Centor Software Corporation 101961660 Name of receiving party(ies): Hudson Venture Partners II, L.P.

Internal Address: Attn.: Doug Chertok

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Street Address: 660 Madison Avenue 14th Floor City: New York State: NY Zip: 10021

Execution Date: December 27, 2001 Additional name(s) & 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) 09/730,496 B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Reitler Brown LLC Internal Address: Attn.: Edward G. Reitler Street Address: 800 Third Avenue 21st Floor City: New York State: NY Zip: 10022

6. Total number of 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: (Attach duplicate copy of this page if paying by deposit account)

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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. Edward G. Reitler Name of Person Signing [Signature] Signature Date

Total number of pages including cover sheet, attachments, and documents: 4

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

01/25/2002 101411 00000176 05730496
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WHEREAS, Centor Software Corporation, a California corporation located at 4 Park Plaza, Suite 900, Irvine, California 92614 hereafter referred to as "*Applicant*" or the "*Company*", has invented certain new and useful improvements in "Parameterized Keyword and Method for Searching, Indexing and Storage".

for which an application for a United States Patent was filed on December 4, 2000 Application Number 09/730.496.

for which an application for a United States Patent was executed on _____, and

WHEREAS, Hudson Venture Partners II, L.P., a Delaware limited partnership ("*Hudson*") is the owner of a Secured Convertible Promissory Note in the aggregate principal amount of Three Hundred Seventy Five Thousand Dollars (\$375,000.00) issued by the Company, on the date hereof. LibertyView Equity Partners SBIC L.P., a Delaware limited partnership ("*LibertyView*"), is the owner of a Secured Convertible Promissory Note in the aggregate principal amount of One Hundred Eighty Seven Thousand Five Hundred Dollars (\$187,500.00) issued by the Company on the date hereof. Walden Capital Partners, L.P., a Delaware limited partnership ("*WCG*") is the owner of a Secured Convertible Promissory Note in the aggregate principal amount of One Hundred Eighty Seven Thousand Five Hundred Dollars (\$187,500.00) issued by the Company on the date hereof. In each of the Notes, the Company grants a continuing security interest in and to the Collateral (as defined in the Notes) and all of the Proceeds (as defined in the Notes) of all or any of the Collateral to Hudson Venture Partners II, L.P. a Delaware limited partnership, as collateral agent(the "*Collateral Agent*") on behalf of each of Hudson, LibertyView and WCG; and

WHEREAS, the Collateral Agent herein referred to as "*Assignee*" whose mailing address is 660 Madison Avenue, 14 Floor, New York, New York 10021 is desirous of conditionally acquiring the entire right, title and interest in said Patent until payment in full of all Secured Obligations (as defined in the Notes) and the termination of all obligations under the Notes:

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, I/We, the applicant(s), by these presents do mortgage, pledge, conditionally assign and transfer unto said assignee on behalf of Hudson, LibertyView and WCG the full and exclusive right to the said invention in the United States and the entire right, title and interest in and to any and all Patents which may be granted therefor in the United States, I/We hereby authorize and request the Commissioner of Patent and Trademarks to issue said United States Patent to said assignee, of the entire right, title and interest in and to the same, for its sole use and behoof; and for the use and behoof of its legal representatives, to the full end of term for which said Patent may be granted as fully and

and entirely as the same would have been held by me had this assignment and sale not been made.

Executed this 20 day of December, 2001, at 4 Park Plaza, Suite 900, Irvine, California 92614

CENTOR SOFTWARE CORPORATION

By: *Mike Walther*
Name: Mike Walther
Title: President

State of _____)

SS:

County of _____)

Before me personally appeared said _____

And acknowledged the foregoing instrument to be his free act and deed this _____

day of _____, 20 ____.

Seal

(Notary Public)

