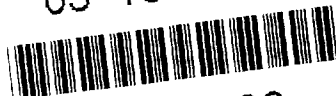


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J. Zachary Gorman, Richard S. Willardson

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3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 01/21/02 & 02/22/02

2. Name and address of receiving party(ies)

Name: Network Elements, Inc.

Internal Address:

Street Address: 15425 SW Koll Parkway

City: Beaverton State: OR Zip: 97006

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: 01/21/02 and 02/22/02

A. Patent Application No.(s)

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: COLUMBIA IP LAW GROUP, PC

Internal Address:

Street Address: 10260 SW Greenburg Road

Suite 820

City: Portland State: OR Zip: 97223

6. Total number of applications and patents involved: 1

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PATENT REEL: 012672 FRAME: 0418

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ASSIGNMENT
(For Execution Prior To Filing Patent Application)

In consideration of good and valuable consideration, the receipt of which is hereby acknowledged that the undersigned,

ASSIGNOR(S): J. Zachary Gorman, Richard S. Willardson

hereby sell, assign, and transfer to

ASSIGNEE: Network Elements, Inc.
A Corporation of Oregon located at
15425 SW Koll Parkway
Beaverton, OR 97006

and its successors, assigns, and legal representatives, the entire right, title, and interest for the United States and all foreign countries, in and to any and all improvements that are disclosed in the application for the United States patent that has been executed by the undersigned prior hereto or concurrently herewith on the dates indicated below and is entitled:

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and in and to said application and all divisional applications, continuation applications, continued prosecution applications, continuation-in-part applications, substitute applications, renewal applications, reissue applications, reexaminations, extensions, and all other patent applications that have been or shall be filed in the United States and all foreign countries on any of said improvements; and in and to all original patents, reissued patents, reexamination certificates, and extensions, that have been or shall be issued in the United States and all foreign countries on said improvements; and in and to all rights of priority resulting from the filing of said United States application;

agree that said Assignee may apply for and receive a patent or patents for said improvements in its own name; and that, when requested, without charge to, but at the expense of, said Assignee, its successors, assigns, and legal representatives, to carry out in good faith the intent and purpose of this Assignment, the undersigned will execute all divisional applications, continuation applications, continued prosecution applications, continuation-in-part applications, substitute applications, renewal applications, reissue applications,

