

12-05-2003

ATTORNEY DOCKET NO: 20021-001



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COVER SHEET ONLY

U.S. DEPARTMENT OF COMMERCE PATENT AND TRADEMARK OFFICE

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TO THE HONORABLE DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE. PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPY THEREOF.



1. Name of conveying parties:

- (a) BSQUARE Corporation
- (b)

Additional name(s) of conveying party(ies) attached?

Yes No

2. Name and address of receiving party:

Name: Citadel Wireless, inc. 12-1-03
 Street Address: 1138 W. Evelyn Avenue
 City: Sunnyvale State: CA
 Country: U.S.A.

Additional name(s) of receiving party(ies) attached?

Yes No

3. Nature of Conveyance:

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

Execution Date: 07/29/2002

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) -

Title: Personal Digital Assistant With Wireless Telephone
 Title: Personal Digital Assistant With Wireless Telephone

B. Patent No.(s)

6,434,403
 D 463,424

Additional numbers attached? Yes No

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

Name: Tom Chen
 Internal Address: MACPHERSON, KWOK CHEN & HEID LLP
 Street Address: 1762 Technology Drive, Suite 226
 City San Jose State CA Zip 95110

6. Total number of applications and patents involved: Two

7. Total fee (37 CFR 3.41): \$80.00

- Authorized to be charged to Deposit Account 50-2257.
- Charge Deposit Account 50-2257 for any additional fees required for this conveyance and credit deposit account 50-2257 any amounts overpaid

DO NOT USE THIS SPACE

8. 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.

Tom Chen 42,406
Name of Person Signing

Signature

November 26, 2003
Date

Total number of pages comprising cover sheet: 2

ASSIGNMENT OF CLAIMS

For valuable consideration, the receipt of which is hereby acknowledged, BSQUARE Corporation, a Washington corporation, hereby assigns, transfers and delivers to Citadel Wireless, Inc., a California corporation, all of its right, title and interest in the promissory note dated June 30, 2001 from Bodycom, Inc. to BSQUARE Corporation, the underlying monetary obligation represented by such note and the security agreement dated July 24, 2001 which secured such note, which constitute the total of all outstanding debts claimed by BSQUARE.

In exchange for the assignment Citadel Wireless, Inc. agrees to transfer and deliver to BSQUARE Corporation a total of 500,000 shares of common stock of Citadel Wireless, Inc.

BSQUARE Corporation agrees to execute any and all documents reasonably requested by Citadel Wireless, Inc. to effectuate and perfect the assignment hereunder, including the execution and delivery of a UCC-2 Statement assigning BSQUARE Corporation's security interest for the amounts owed and assignment of any claim filed in connection with the bankruptcy proceeding of Bodycom, Inc.

BSQUARE Corporation and Citadel Wireless, Inc. hereby mutually agree to use their best efforts to complete a standard services agreement between the two firms to complete and develop a wireless handset to be delivered before October 31, 2002. BSQUARE will be providing the engineering services for this contract, the value of which is expected to exceed \$500,000.

Dated: March 27, 2002

By: 
BSQUARE Corporation

Dated: March 27, 2002

By: 
Citadel Wireless, Inc.