

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
EFFECTIVE DATE:	04/25/2003

**CONVEYING PARTY DATA**

Name	Execution Date
Fortel, Inc.	04/25/2003

**RECEIVING PARTY DATA**

Name:	Old Point International Corporation
Street Address:	1290 Avenue of the Americas
Internal Address:	c/o Byran Cave LLP
City:	New York
State/Country:	NEW YORK
Postal Code:	10104

**PROPERTY NUMBERS Total: 1**

Property Type	Number
Patent Number:	5452440

**CORRESPONDENCE DATA**

Fax Number: (212)541-4630  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (212) 541-1298  
 Email: ctweigell@bryancave.com  
 Correspondent Name: Charles T. J. Weigell  
 Address Line 1: 1290 Avenue of the Americas  
 Address Line 2: Bryan Cave LLP  
 Address Line 4: New York, NEW YORK 10104

NAME OF SUBMITTER:	Charles T. J. Weigell
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Total Attachments: 7  
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## INTELLECTUAL PROPERTY ASSIGNMENT

INTELLECTUAL PROPERTY ASSIGNMENT, dated as of April 25, 2003, by FORTEL Inc., a California corporation (the "Assignor"), in favor of Oldpoint International Corporation, a British Virgin Islands corporation (the "Assignee").

### WITNESSETH

WHEREAS, the Assignor entered into that certain Purchase and Sale Agreement, dated as of March 21, 2003 (the "PSA"), with DivestCap Management Corporation, a Delaware corporation ("DivestCap");

WHEREAS, on April 23, 2003, the United States Bankruptcy Court for the Northern District of California, Oakland Division, entered an order authorizing the closing of the transactions contemplated by the PSA; and

WHEREAS, DivestCap has assigned the PSA to the Assignee, and pursuant to the PSA the Assignor sold, transferred, conveyed, assigned and delivered certain assets to Assignee, including without limitation, the Intangible Property Rights (as defined in the PSA and set forth in paragraphs I(a)(iii) and I(a)(v) of the PSA).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. The Assignor hereby assigns to the Assignee, all of Assignor's right, title and interest in and to the Intangible Property Rights listed on Exhibit A hereto, including, without limitation, (a) all trademarks, trade names, trade dress, service names, service marks, logos, designs, artwork, all similar descriptive materials (collectively, the "Trademarks"), whether registered or unregistered, existing anywhere in the world, together with the goodwill symbolized by the Trademarks and any registration thereof, (b) all patents, patent applications, continuations or extensions thereof, whether for designs, mask works, processes, inventions or otherwise ("Patents"), (c) know-how, trade secrets, processes, and techniques ("Trade Secrets") and (d) all copyrights, rights of authorship, database designs, rights in computer software and similar proprietary, whether registered or unregistered, arising anywhere in the world (collectively, "Copyrights").
2. The Assignor does hereby designate and name the Assignee, and its successors and assigns, its true and lawful attorney in fact solely to take any and all actions necessary and appropriate to cause the transfer of the Intangible Property Rights, including the Trademarks, Patents, Trade Secrets and Copyrights, including without limitation signing in the name and on behalf of the Assignor any document, statement or application required to record or effect the transfer of ownership of any of the Intangible Intellectual Property Rights to the Assignee. The Assignee shall not have any power to incur any liability or obligation of any kind or description on behalf or in the name of the Assignor.
3. To the extent MGS has any ownership interest in Unisys ClearPath MCP, identified in Exhibit A hereto, Fortel Inc. is not transferring those rights to DivestCap Management

Corporation, its assignees, designees, nominees or transferees, including the Assignee. Fortel Inc. will not be subject to any liability if DivestCap Management Corporation, its assignees, designees, nominees or transferees violate MGS's ownership interests, if any.

- 4. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Assignor and the Assignee have signed this instrument as of the day and year first above written.

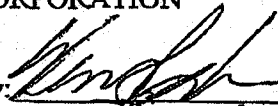
ASSIGNOR

FORTEL INC.

By: \_\_\_\_\_  
 Name:  
 Title:

ASSIGNEE

OLDPOINT INTERNATIONAL CORPORATION

By:  \_\_\_\_\_  
 Name: *Kenneth L. Henderson*  
 Title: *Asst. Secretary*

Corporation, its assignees, designees, nominees or transferees, including the Assignee. Fortel Inc. will not be subject to any liability if DivestCap Management Corporation, its assignees, designees, nominees or transferees violate MGS's ownership interests, if any.

- 4. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Assignor and the Assignee have signed this instrument as of the day and year first above written.

ASSIGNOR

FORTEL INC.

By: Robert E. Fortelka  
Name: ROBERT E. FORTELKA  
Title: SR. VP PRODUCT OPERATIONS.

ASSIGNEE

OLDPOINT INTERNATIONAL CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

19189.1

**EXHIBIT A**

**Copyrights**

Description	Country/Jurisdiction	Registration Number
Viewpoint	United States	TX-2-837-209
Viewpoint (revisions)	United States	TX-3-213-063

Unregistered Software Products: see below

**Existing Software Products – Sightline GA Shelf Report**

	<u>Product Components</u>	<u>Operating System Supported</u>	<u>Oracle Supported</u>
<b>Expert Advisor/ Vision:</b>	Expert Advisor/Vision	NT4.0, Win2000	
<b>Adapters:</b>	Remedy Tivoli UniCenter		
<b>ForSight:</b>	ForSight	NT4.0, Win98, Win2000	
<b>Power Agents:</b>	AIX Power Agent AIX Power Agent Caldera Open Server Power Agent* Caldera UnixWare Power Agent* HP-UX Power Agent HP-UX Power Agent IBM NUMA-Q Power Agent* IBM NUMA-Q Power Agent* Linux Power Agent OpenVMS Power Agent Solaris Power Agent Solaris Power Agent Solaris Power Agent Stratus VOS Power Agent Tru64 Power Agent Unisys ClearPath MCP*** Unisys ClearPath OS 2200 Windows 2000 Power Agent Windows 2000 Power Agent Windows NT Power Agent	AIX 4.2, 4.3x AIX 5.1 Caldera (SCO) OS 5.0.5 Uniware 7.0.1, 7.1.0, 7.1.1 HP-UX 10.2 HP-UX 11 & 11i (32 bit & 64 bit) DYNIX-ptx 4.4.x DYNIX-ptx 4.5.x RedHat 6.1, 7.0 6.1-7.3(Alpha), 6.1-7.3(VAX) Solaris 8 (32 bit & 64 bit) Solaris 7 (32 bit & 64 bit) Solaris 2.5, 2.6 VOX 13.5-14.4 Tru64 5.x MCP 47.1 & below HMP-IX 6.0 & below Win2000 Professional Server Win2000 Advanced Server/Data Center NT4.0	8.0.x, 8.1.x 8.0.x, 8.1.x NA 7.3.4, 8.0.5 8.0.x, 8.1.x 8.0.x, 8.1.x 7.3.4, 8.0.5 7.3.4, 8.0.5, 8.1.x 8.1.x 8.0.5, 8.1.x 8.0.x, 8.1.x 8.0.x, 8.1.x 8.0.x, 8.1.x NA 8.0.x, 8.1.x NA 8.0.x, 8.1.x 8.0.x, 8.1.x 8.0.x, 8.1.x
<b>Interface Agents:</b>	Brocade** Cache EMC** Internet (IIS)** MS Exchange** Oracle OS390** SQL Server**	NT4.0, Win2000 Tru64, HP-UX, AIX, VMS, Solaris, NT NT4.0, Win2000 NT4.0, Win2000 5.5(NT & Win2000 Pro) 2000(Win2000 Adv) See Oracle Supported NT4.0, Win2000 6.5, 7.0(NT & Win2000 Pro) 2000(Win2000 Adv)	

	<u>Product Components</u>	<u>Operating System Supported</u>	<u>Oracle Supported</u>
	Terminal Server**	NT4.0, Win2000	
	Tuxedo**	Win2000, HP-UX 11	
<b>Summary Advisor/Vision</b>	Summary Advisor/Vision	NT4.0, Win2000, Solaris 7	
<b>Service Agents:</b>	DNS	NT4.0, Win2000, Solaris 7	
	FTP	NT4.0, Win2000, Solaris 7	
	HTTP	NT4.0, Win2000, Solaris 7	HTTP 1.x compliant
	HTTPS	NT4.0, Win2000	HTTP 1.x compliant
	Ping	NT4.0, Win2000, Solaris 7	
	Pop3	NT4.0, Win2000, Solaris 7	
	PortScan	NT4.0, Win2000, Solaris 7	
	ProcessScan	NT4.0, Win2000	
	SMTP	NT4.0, Win2000, Solaris 7	
	SQL	NT4.0, Win2000, Solaris 7	Oracle 8.0.5, Sybase
<b>Summary Agents:</b>	Alerts	NT4.0, Win2000, Solaris 7	
	Alteon	NT4.0, Win2000, Solaris 7	Alteon Ace Director 1.3.6
	Apache	NT4.0, Win2000, Solaris 7	SNMP, RFC 1213, C
	CiscoRouter	NT4.0, Win2000, Solaris 7	SNMP, RFC 1213, C
	CiscoSwitch	NT4.0, Win2000, Solaris 7	
	DiskSpace	NT4.0, Win2000	
	FreeBSD	NT4.0, Win2000, Solaris 7	3.4, Intel platform
	HP-UX	NT4.0, Win2000, Solaris 7	HP-UX 11.x
	Linux	NT4.0, Win2000, Solaris 7	RedHat 6.1
	Nokia	NT4.0, Win2000, Solaris 7	IP440
	Oracle	NT4.0, Win2000, Solaris 7	Oracle 7.3.4, 8.0.5
	SilkWorm	NT4.0, Win2000, Solaris 7	Model 2400
	SnmpNet	NT4.0, Win2000, Solaris 7	SNMP, RFC 1213 M
	Solaris	NT4.0, Win2000, Solaris 7	Solaris 7 and JVM 1.11.9.2
	Sybase	NT4.0, Win2000, Solaris 7	
	Windows 2000	NT4.0, Win2000	
	Windows NT	NT4.0, Win2000	
<b>Data Transfer Agents:</b>	Consolidator	NT4.0, Win2000, Solaris 7	
	VaVP	NT4.0, Win2000, Solaris 7	
<b>SA/V Visualization</b>	SA/V GUI	NT4.0, Win2000, Solaris 7	
<b>SDK:</b>	Software Developers Kit	Win2000 and NT4.0	

\*4.3 version Power Agents Available Only

\*\*NT/2000 Power Agent is Required

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**Products in Development – Sightline PIQ Shelf Report**

	<u>Product Components</u>	<u>Operating System Supported</u>	<u>Oracle Supported</u>
<b>Expert Advisor/ Vision:</b>	None		
<b>Adapters:</b>	None		
<b>Power Agents:</b>	Solaris Power Agent HP-UX Power Agent Unisys ClearPath MCP* Linux Power Agent Tru64 Power Agent	6.2 Solaris 8 (32 Bit & 64 bit) 6.2 HP-UX 11 (32 bit & 64 bit) 6.2 MCP 47.1 & below 6.2 RH Linux 7.0 6.2 Tru64 5.1,4.x	8.0.5, 8.1.x 8.0.5, 8.1.x NA 8.1.x 8.0.5, 8.1.x
<b>Interface Agents:</b>	None		
<b>Summary Advisor/Vision:</b>	Summary/Advisor Vision	1.7 Windows	Does not include UNIX summary agent

**SDK:** None

\* To the extent MGS has any ownership interest in Unisys ClearPath MCP, Fortel Inc. is not transferring those rights to DivestCap Management Corporation, its assignees, designees, nominees or transferees. Fortel Inc. will not be subject to any liability if DivestCap Management Corporation, its assignees, designees, nominees or transferees violate MGS's ownership interests, if any, in Unisys ClearPath MCP.

**Patents**

Description	Country/Jurisdiction	Patent Number
Method and structure for evaluating and enhancing the performance of cache memory system	United States	5,452,440
Method and structure for evaluating and enhancing the performance of cache memory system	Canada	(Pending, Application No. 2167307)
Method and structure for evaluating and enhancing the performance of cache memory system	European Community	EP 0708942B1



**Trademarks**

Description	Country/Jurisdiction	Registration Number
VIEWPOINT	United States	2,204,955
DATAMETRICS	United States	2,008,196
ZITEL	United States	1,230,923
ZITEL	European Community	27326
THE FORTEL GROUP	United States	1,737,071
SIGHTLINE	United States	(Pending, Application Serial No. 76-023,849)
SIGHTLINE	Canada	(Pending, Application No. 107077900)
SIGHTLINE	European Community	1801570
SIGHTLINE	Switzerland	482456
FORTEL	United States	(Pending, Application Serial No. 76-023,847)
FORTEL	Canada	(Pending, Application No. 107077400)
FORTEL	European Community	1801604
FORTEL	Switzerland	482457