

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/12/2003

CONVEYING PARTY DATA

Name	Execution Date
TCSI Corporation	03/12/2003

RECEIVING PARTY DATA

Name:	Rocket Software, Inc.
Street Address:	275 Grove Street
Internal Address:	1-300
City:	Newton
State/Country:	MASSACHUSETTS
Postal Code:	02466

PROPERTY NUMBERS Total: 9

Property Type	Number
Patent Number:	5091975
Patent Number:	5168239
Patent Number:	5189710
Patent Number:	5212790
Patent Number:	5235701
Patent Number:	5265290
Patent Number:	5530907
Patent Number:	5627878
Patent Number:	5745551

CORRESPONDENCE DATA

Fax Number: (617)630-7121
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-614-2112

CH \$360.00 5091975

Email: peter.kaes@rocketsoftware.com
Correspondent Name: Peter Kaes
Address Line 1: 275 Grove Street
Address Line 2: 1-300
Address Line 4: Newton, MASSACHUSETTS 02466

NAME OF SUBMITTER:

Peter Kaes

Total Attachments: 10

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AGREEMENT AND PLAN OF MERGER

AMONG

ROCKET SOFTWARE, INC.,

ROCKET ACQUISITION, INC.

AND

TCSI CORPORATION

DATED NOVEMBER 12, 2002

“Environmental Permits” shall mean all permits, licenses, authorizations, certificates and approvals of governmental authorities required by any Environmental Laws to be obtained by the Company or relating to any Environmental Law and necessary or proper for the business of the Company as currently conducted.

“Hazardous Materials” shall mean any toxic, radioactive, corrosive or otherwise hazardous substance, including petroleum, its derivatives, by-products and other hydrocarbons, or any substance having any constituent elements displaying any of the foregoing characteristics, including, without limitation, any substance regulated under any Environmental Laws.

Section 4.17 Intellectual Property Rights.


Section 4.17 of the Company Disclosure Letter sets forth a complete and accurate list and description of all of the Company’s and any Subsidiary’s (i) registrations and pending applications for United States and foreign patents, trademarks and service marks (the “Registered Intellectual Property”) and (ii) unregistered trademarks and service marks (all such rights together with any copyrights that are owned by the Company or any Subsidiary being hereinafter referred to as the “Intellectual Property Rights”). The Company is the sole legal owner of, and has good title to, all of the Intellectual Property Rights, free and clear of any liabilities, liens, encumbrances, restrictions or claims (except for liens for taxes accrued, but not yet payable or liens arising as a matter of law in the ordinary course of business, provided, that the obligations secured by such liens are not delinquent (“Permitted Liens”) and the terms of any existing license disclosed to Parent or to be disclosed pursuant to Section 6.2(a)). The Intellectual Property Rights have not been adjudged invalid or unenforceable in whole or in part, and any registrations thereof are in full force and effect. To the Company’s knowledge, no facts or circumstances exist that might result in the invalidity or unenforceability of the Intellectual Property Rights. The Intellectual Property Rights, and the patent, copyright, trademark and service mark rights obtained by the Company or any of its Subsidiaries from third parties (collectively, the “Third Party Rights”), are all of such rights necessary to the conduct of the business of the Company and the Subsidiaries as currently being conducted. As of the date hereof, the validity of the Intellectual Property Rights and title thereto (i) are not being questioned in any pending litigation and (ii) to the Company’s knowledge, are not the subject(s) of any threatened or proposed litigation. The business of the Company and the Subsidiaries, as now conducted, does not infringe or misappropriate and, as of the date hereof, to the Company’s knowledge, has not been alleged to infringe or misappropriate any copyrights, patents, trade secrets, trademarks, trade names or service marks or other intellectual property rights of others. The consummation of the transactions contemplated hereby will not result in the loss or impairment of any of the Intellectual Property Rights. To the Company’s knowledge, no person or entity currently engaging in any commercial activity is infringing upon the Intellectual Property Rights.

Section 4.18 Third Party Fees.

(a) Except pursuant to (a) the letter agreement dated November 12, 2001 between the Company and the Gerard Klauer Mattison & Co., Inc., as

IN WITNESS WHEREOF, the Company, Parent and Sub and have caused this Agreement to be executed as of the date first written above by their respective officers thereunto-duly authorized.

TCSI CORPORATION

By: 
Name: Kenneth E. Elmer
Title: President, CEO and CFO

ROCKET SOFTWARE, INC.

By: _____
Name: _____
Title: _____

ROCKET ACQUISITION, INC.


By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Company, Parent and Sub and have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.


TCS CORPORATION

By: _____
Name: _____
Title: _____

ROCKET SOFTWARE, INC.

By: 
Name: ANDREW J. YOUNG
Title: CEO

ROCKET ACQUISITION, INC.

By: 
Name: CHRIS MAGNUSON
Title: CEO

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

Proc-Type: 2001,MIC-CLEAR
Originator-Name: webmaster@www.sec.gov

Originator-Key-Asymmetric:
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CONFORMED SUBMISSION TYPE: 4
PUBLIC DOCUMENT COUNT: 1
CONFORMED PERIOD OF REPORT: 20030312
FILED AS OF DATE: 20030313

REPORTING-OWNER:

COMPANY DATA:
COMPANY CONFORMED NAME: YOUNISS ANDREW
CENTRAL INDEX KEY: 0001111170
RELATIONSHIP: DIRECTOR

FILING VALUES:
FORM TYPE: 4

BUSINESS ADDRESS:
STREET 1: TWO APPLE HILL DRIVE
CITY: NATICK
STATE: MA
ZIP: 01760
BUSINESS PHONE: 5086554321

SUBJECT COMPANY:
COMPANY DATA:
COMPANY CONFORMED NAME: TCSI CORP
CENTRAL INDEX KEY: 0000875315
STANDARD INDUSTRIAL CLASSIFICATION: SERVICES-COMPUTER INTEGRATED SYSTEMS DESIGN [7373]
IRS NUMBER: 680140975
STATE OF INCORPORATION: NV
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 4
SEC ACT: 1934 Act
SEC FILE NUMBER: 000-19377
FILM NUMBER: 03602472

BUSINESS ADDRESS:
STREET 1: 1080 MARINA VILLAGE PKWY
CITY: ALAMEDA
STATE: CA
ZIP: 94501-1046
BUSINESS PHONE: 5107498500

MAIL ADDRESS:
STREET 1: 1080 MARINA VILLAGE PKWY
CITY: ALAMEDA
STATE: CA
ZIP: 94501-1046

FORMER COMPANY:
FORMER CONFORMED NAME: TEKNEKRON COMMUNICATIONS SYSTEMS INC / NV
DATE OF NAME CHANGE: 19930328

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FORM 4

/ / Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. SEE Instruction 1(b).
(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235
Expires: January 31, 2004
Estimated average burden hours per response ...

<S><C>
1. Name and Address of Reporting Person* 2. Issuer Name AND Ticker or Trading Symbol 6. Relationship of Reporting Person to Issuer (Check all applicable)

Youniss Andrew TCSI Corporation TCSI X Director X 10% O

(Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year Secretary

275 Grove St.

(Street)

5. If Amendment, Date of Original (Month/Day/Year) 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Form filed by More than One Reporting Person

Newton Massachusetts 02466-2273

(City) (State) (Zip) TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Trans-action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans-action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reporting Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				Amount (D)	(A) or Price		

See "Explanation of Responses (1)" below See "Explanation of Responses (1)" below See "Explanation of Responses (1)" below I

Common Stock 3-12-03 P V

By: Softw Inc.

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)
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Code	V	(A)	(D)	Date Exercisable	Exp. Date
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7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Title Amount or Number of Shares				

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Explanation of Responses: (1) At a Special Meeting of the Stockholders of the Company held on March 12, 2003, holders of a majority of the outstanding Shares approved the merger of the Company with and into Rocket Acquisition Sub, Inc. (the "Merger"), pursuant to the Agreement and Plan of Merger, dated November 12, 2002 (the "Merger Agreement"), by and among Rocket Software, Inc. ("Rocket"), Rocket Acquisition Sub, Inc. (the "Purchaser") and the Company. The Merger became effective on March 12, 2003. As a result of the effectiveness of the Merger and pursuant to the Merger Agreement, all outstanding Shares were cancelled and the Company became a wholly owned subsidiary of Rocket and each publicly held Share was converted into the right to receive \$0.52 in cash, without interest thereon.

