

12-20-2000



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RECORDATION FORM
COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

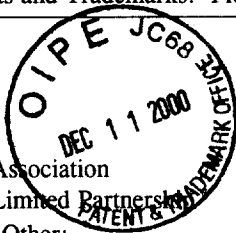
1. Name of conveying party(ies)

REMOTE ENGINEERING, INC.

- Individual(s)
- General Partnership
- Corporation-
- Association
- Limited Partnership
- Other:

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

12-11-00



2. Name and address of receiving party(ies)

Name: ARC SECOND, INC.

Internal Address: Suite 100

Street Address: 44880 Falcon Place,

City: Sterling, VA Country: U.S.A.:

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other:

Execution Date: December 4, 2000

- Individual(s) Citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation
- Other:

Additional names(s) & address(es) attached? Yes No

4a. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,285,942

Additional Numbers Attached? Yes No

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

Name: Ronald P. Kananen, Esq.

Internal Address: RADER, FISHMAN & GRAUER PLLC
Suite 501

Street Address: 1233 20th Street, NW

City: Washington, D.C.

Zip: 20036

6. Total number of applications and registrations involved:..... (2)

7. Total fee (37 CFR 3.41)..... \$40.00
 Enclosed

Authorized to be charged to Deposit Account

8. Deposit account number: 18-0013

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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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.

Ronald P. Kananen

Signature

December 11, 2000
Date

Total number of pages including cover sheet, attachments and document:

Attorney Docket No. 80008-295

TRADEMARK ASSIGNMENT

WHEREAS, Remote Engineering, Inc., an Iowa corporation, with its principal place of business at 8832 Long Meadow Drive, Johnston, Iowa ("Assignor"), has adopted, owns, and is using the mark POCKETCAD ("the Mark") in connection with the following goods: software, particularly software that runs on hand-held personal computers; and

WHEREAS, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the goods identified therein, Registration No. 2,285,942, registered on October 12, 1999; and

WHEREAS, Arc Second, Inc., a Virginia corporation ("Assignee"), desires to acquire the Mark and the above-referenced Registration as part of the Asset Purchase Agreement entered into between Assignor and Assignee in May of 2000;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the registration thereof.

REMOTE ENGINEERING, INC.

By: Michael Feilmeier
Name: Michael Feilmeier
Title: President

Dated effective as of: May 5, 2000

STATE OF IOWA)
) ss:
COUNTY OF Polk

On this 4th day of December, 2000, before me, a Notary Public in and for said county, personally appeared Michael Feilmeier, to me personally known, who being by me duly sworn did say that he is the President of Remote Engineering, Inc., and that said instrument was signed on behalf of the said corporation and that Michael Feilmeier acknowledged the execution of said instrument to be the voluntary act and deed of the corporation by it voluntarily executed.

Nancy D. Johnson
Notary Public in and for the State of Iowa

My Commission expires:

10-11-01