

CMB No. 0651-0011 (exp. 4/94)



Tab settings 000

100984149

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

1. Name of conveying party(ies):

ASA International Ltd.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: CommercialWare, Inc.

Internal Address:

Street Address: 10 Speen Street

City: Framingham State: MA ZIP: 01701

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: March 3, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,153,597

Additional numbers attached? Yes No

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

Name: Laura E. Goldbard, Esq.

Internal Address:

03/10/1999 JSHABAZZ 00000127 194709 2153597

01 TC:481 40.00 CH

Street Address: Stroock & Stroock & Lavan LLP
180 Maiden Lane

City: New York State: NY ZIP: 10038

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4709

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

DO NOT USE THIS SPACE

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.

Laura E. Goldbard
Name of Person Signing

Laura E. Goldbard
Signature

March 5, 1999
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK ASSIGNMENT

WHEREAS, ASA International Ltd., a Delaware corporation ("Assignor") and CommercialWare, Inc., a Delaware corporation("Assignee"), have entered into that certain Asset Purchase Agreement (the "Asset Purchase Agreement") as of March 3, 1999;

WHEREAS, pursuant to the Asset Purchase Agreement, Assignor agreed to assign all of its right, title and interest in a certain Trademark (as defined below) to Assignee.

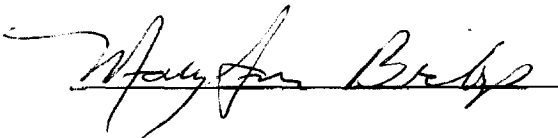
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor has sold, assigned, transferred and set over, and by these presents does hereby sell, assign, transfer and set over, unto Assignee, its successors, legal representatives and assigns, Assignor's entire right, title and interest, including the right to sue for and collect past damages, in, to and under the trademarks, now existing or hereafter acquired, including all registrations, applications, and renewals thereof, together with that part of the good will of the business symbolized thereby (any and all being the "Trademark") for the following Trademark:

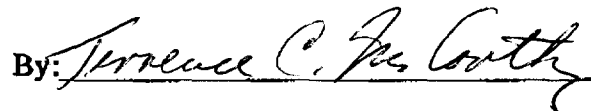
<u>Mark</u>	<u>Country</u>	<u>Reg #</u>	<u>Reg Date</u>	<u>Status</u>
Mozart	United States	2,153,597	4/28/98	issued

IN TESTIMONY WHEREOF, Assignor has set his hand and seal to this Assignment as of March 3, 1999.

WITNESS:

ASA INTERNATIONAL LTD.



By: 

COMMONWEALTH OF MASSACHUSETTS

Middlesex County, ss.

March 3, 1999

Then personally appeared the above-named [NAME] Terrence C. McCarthy [TITLE] Vice President & Treasurer as aforesaid, to me known and known to me to be the individual who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed before me,

Reuel R. Blatz

, Notary Public

My commission expires: 9/07/01