

01-03-2002



FORM PTO-1594
(Rev 5-93)

101932745

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.

1-2-02

1. Name of conveying party(ies):

RW LENDING LLC

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State:

Other: Michigan Limited Liability Company

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Reassignment and Release of Security Interest

Execution Date: December 4, 2001

2. Name and address of receiving party(ies):

Name: CRYSTALLIZE, INC.
Address: 1194 OAK VALLEY DRIVE
City: ANN ARBOR State: MI Zip: 48108

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

ASSIGNMENT
12/11/01
101932745

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

A. Trademark Application No.(s)

75/905,057 75/772,400 75/595,838
75/445,692 78/003,804

B. Trademark Registration No.(s)

2,347,606

Additional numbers attached? Yes No

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

Name: Erin O'Brien
Internal Address: GRAY CARY WARE & FREIDENRICH
4365 Executive Drive, Suite 1100
San Diego, CA 92121-2133

6 Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

Erin O'Brien
Name of Person Signing

Erin O'Brien
Signature

December 31, 2001
Date

Total number of pages comprising cover sheet: [3]

Mail Documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

01/02/2002 DBYRNE 00000103 75905057

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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1090371-968500

TRADEMARK
REEL: 2415 FRAME: 0727

REASSIGNMENT AND RELEASE OF SECURITY INTEREST

This Reassignment and Release of Security Interest is made as of December 1, 2001 by RW LENDING LLC, a limited liability company ("LENDER") to CRYSTALLIZE, INC., a Delaware corporation ("COMPANY") with its principal place of business at 1194 Oak Valley Drive, Ann Arbor, Michigan 48108.

Recital

WHEREAS, COMPANY assigned to LENDER certain interests in the trademarks described on Exhibit A (the "Trademarks") under that certain Security Agreement, dated as of April 30, 2001, as amended by that certain First Amendment to Note Purchase and Security Agreement, dated as of May 30, 2001 (as so amended, the "Security Agreement"), which assignment was recorded with the U.S. Patent and Trademark Office on July 9, 2001 at Reel Number 2301 and Frame Number 0267; and

WHEREAS, COMPANY has satisfied all its obligations to LENDER in the Security Agreement, and LENDER wishes to reassign and release all interest that LENDER may have in the Trademarks.

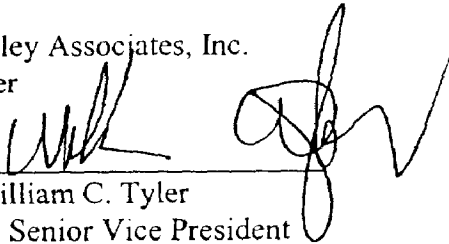
Agreement

Now therefore, LENDER agrees that it releases its security interest in the Trademarks and reassigns to COMPANY, without warranty or recourse, all interest of LENDER in the Trademarks.

LENDER:

RW Lending LLC

By McKinley Associates, Inc.
Its Manager

By 
William C. Tyler
Its Senior Vice President

Address: 320 North Main Street, Suite 200
Ann Arbor, MI 48104

EXHIBIT A

Trademarks

<u>Description</u>	<u>Application Number</u>	<u>Application Date</u>
Data Apprentice	2,347,606	05/02/00
Crystal-connect	75/905,057	01/21/00
Crystallize	75/772,400	08/10/99
Data Merger Technologies	75/595,838	11/25/98
Sorcery Software*	75/445,692	03/06/98
Supplyxchange*	78/003,804	04/12/00

(*abandoned)

AALIB:361428.1\110591-00001