

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings	<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office			
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
<b>1. Name of conveying party(ies):</b> Comerica Bank - California, successor by merger to Imperial Bank  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>California Banking Corporation</u>  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	<b>2. Name and address of receiving party(ies)</b> Name: <u>Rely Software, Inc.</u> Internal Address: <u>f/k/a Rightfreight, Inc.</u>  Street Address: <u>35 West 35th Street, 9th Floor</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10001</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No				
<b>3. Nature of conveyance:</b> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Release of security interest</u>  Execution Date: <u>02/11/2002</u>	<b>4. Application number(s) or registration number(s):</b> A. Trademark Application No.(s) _____ _____ B. Trademark Registration No.(s) _____ _____ Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <u>Patricia S. Smart</u> Internal Address: <u>Smart &amp; Bostjancich</u> _____ Street Address: <u>19 South LaSalle Street</u> <u>Suite 1300</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60603</u>	<b>6. Total number of applications and registrations involved:</b> ..... <span style="border: 1px solid black; padding: 2px;">6</span>  <b>7. Total fee (37 CFR 3.41).....\$</b> <u>165.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <b>8. Deposit account number:</b> <u>19-2552</u>				
<b>DO NOT USE THIS SPACE</b>					
<b>9. Signature.</b>  <table style="width:100%; border: none;"> <tr> <td style="width:30%; border: none;"> <u>Patricia S. Smart</u>            Name of Person Signing         </td> <td style="width:40%; border: none; text-align: center;">             Signature         </td> <td style="width:30%; border: none; text-align: right;"> <u>Februray 14, 2003</u>            Date         </td> </tr> </table> <p style="text-align: right; margin-top: 5px;">Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">10*</span></p>			<u>Patricia S. Smart</u> Name of Person Signing	 Signature	<u>Februray 14, 2003</u> Date
<u>Patricia S. Smart</u> Name of Person Signing	 Signature	<u>Februray 14, 2003</u> Date			

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

\*Including duplicate of cover sheet and attachment for deposit charge account transaction

Trademark Application Nos.

76259476 (Reg. No. 2626497)

76259478 (Reg. No. 2647044)

75741667 (Reg. No. 2464450)

75928165

75932561

75904898

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**RELEASE AND REASSIGNMENT OF SECURITY INTEREST**

This Release and Reassignment of Security Interest, dated as of February 11, 2002, is made by Comerica Bank-California, successor by merger to Imperial Bank, a California banking corporation located and doing business at 226 Airport Parkway, San Jose, CA (hereinafter "Bank"), in favor of Rely Software, Inc., formerly known as Rightfreight, Inc. (hereinafter "Grantor").

WHEREAS, pursuant to that certain Loan and Security Agreement by and between the Bank and Grantor dated October 23, 2000, as amended, modified or supplemented from time-to-time (hereinafter the "Loan Agreement"), the Bank made certain advances of money and extended certain financial accommodations to Grantor;

WHEREAS, pursuant to the terms of the Loan Agreement, and an Intellectual Property Security Agreement dated October 23, 2000, and to secure the obligations of Grantor under the Loan Agreement, Grantor granted to the Bank a security interest in all of Grantor's right, title and interest in, to and under, its Intellectual Property Collateral (as that term is defined in the Loan Agreement), including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto;

WHEREAS, The Intellectual Property Security Agreement has been recorded in the United States Patent and Trademark Office at Reel 2188 Frame 0563 et seq. and Reel 2405 Frame 0847 et seq.;

WHEREAS, on February 11, 2002, Grantor paid the full principal and interest due and owing to the Bank and satisfied all of its obligations to the Bank under the Loan Agreement;


NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Bank does hereby agree as follows:

1. **Defined Terms.** Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Loan Agreement.

2. **Release and Reassignment of Security Interest.** The Bank hereby releases its security interest in the Intellectual Property Collateral (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), together with the goodwill of the business symbolized by the Trademarks, and including without limitation any and all right, title and interest in any proceeds of the Intellectual Property Collateral (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements of the Intellectual Property Collateral, all rights corresponding thereto throughout the world and all re-issues, divisions, continuations, renewals and continuations-in-part thereof, and any and all right, title and interest of the Bank in the Intellectual Property Collateral and any of its proceeds shall hereby cease and terminate. Furthermore, Bank hereby reassigns to Grantor, without warranty and recourse, all interest of Bank in the Intellectual Property Collateral.

IN WITNESS WHEREOF, the Bank has caused this Release and Reassignment of Security Interest to be duly executed by its officer duly authorized as of the first date written above.

COMERICA BANK-CALIFORNIA

By:   
Title: VICE PRESIDENT

Schedule A

Copyrights

Description

Registration/  
Application  
Number

Registration/  
Application  
Date

None

Schedule B

## Patents

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
Freight Marketplace System and RFP Building System	US Provisional Patent Application*	February 8, 2000
Freight Marketplace System and RFP Building System	US Provisional Patent Application*	February 24,2000

\*The patent application numbers are not public record and are confidential information of Grantor.



Schedule C

## Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
"RIGHTFREIGHT" word mark	75/741,667	06/25/99
"MAKE THE MOVE" word mark	75/904,898	01/25/00
"AUTOMATED LOGISTICS DECISIONING SYSTEM" word mark	75/928,165	02/24/00
"D2D WIZARD" word mark	75/932,561	03/01/00
"REPLY SOFTWARE" and design	76/259,478	05/21/01
"REPLY"	76/259,476	05/21/01