

FORM PTO-1618A

Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
Effective Date
Month Day Year
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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

TRADEMARK

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TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(212) 297-5800

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | |
|---|---|----------------------|
| <input type="text" value="75/638,689"/> | <input type="text" value="76/303,564"/> | <input type="text"/> |
| <input type="text" value="75/719,637"/> | <input type="text" value="76/303,563"/> | <input type="text"/> |
| <input type="text" value="76/303,565"/> | <input type="text" value="76/303,562"/> | <input type="text"/> |

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Number of Properties

Enter the total number of properties involved.

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:
Deposit Account

Enclosed Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

David H. McDonald, Esq.

Name of Person Signing



Signature

11/18/03

Date Signed

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT dated as of September 11, 2003, made by Actrade Financial Technologies Ltd. (f/k/a Actrade International, Ltd.), a Delaware corporation ("Assignor"), in favor of The CIT Group/Commercial Services, Inc., a New York corporation ("Assignee").

WHEREAS Assignor is the owner of the trademark registrations and applications listed on Schedule 1 attached hereto for the goods and/or services identified therein (the "Marks").

WHEREAS Assignee desires to acquire the Marks and any and all goodwill associated with the Marks;

WHEREAS, pursuant to the Asset Purchase Agreement, dated as of September 11, 2003, between Assignor and Assignee, Assignor agreed to assign all right, title and interest in and to the Marks and any and all goodwill associated with the Marks to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, assigns, and otherwise conveys to Assignee, all of Assignor's right, title, and interest in and to the following:

1. each of the Marks;
2. the goodwill of the business symbolized by and associated with the Marks;
3. that portion of Assignor's business in connection with which it has a bona fide intent to use those Marks that were filed on an intent-to-use basis and for which an Amendment to Allege Use or a Statement of Use has not yet been filed and accepted by the relevant Trademark Office or other governing authority; and
4. all rights to proceeds of the foregoing, including, without limitation, any claim by Assignor against third parties for past, present, or future infringement of the Marks.

or has caused this Trademark Assignment to be duly executed and
to hereof.

ACTRADE FINANCIAL TECHNOLOGIES LTD.

By: 

Name: *Richard McCormick*
Title: *Chief Executive officer*

THE CIT GROUP/COMMERCIAL SERVICES,
INC.

By: 

Name: *Lisa Ciampi*
Title: *Vice President*

SCHEDULE 1

TRADEMARKS AND SERVICE MARKS

| Mark | Application No. | Filing Date | Goods and Services | Registration No. | Registration Date |
|----------------------------------|-----------------|-------------------|---|------------------|-------------------|
| ACTRADE and Miscellaneous Design | 75/638,689 | February 11, 1999 | Financial services, namely, financing and business accounts receivable | 2,328,956 | March 14, 2000 |
| E-TAD | 75/719,637 | June 2, 1999 | Financial services, namely, financing and electronic payment, namely, electronic processing and transmission of bill payment data and check processing of business accounts utilizing the global information network. | 2,348,582 | May 9, 2000 |
| E-TAD DIRECT | 76/303,565 | August 23, 2001 | Financial services, namely, loan financing and electronic bill payment services | | |
| E-TAD ONLINE | 76/303,564 | August 23, 2001 | Financial services, namely, loan financing and electronic bill payment services | | |
| E-TAD EXCHANGE | 76/303,563 | August 23, 2001 | Financial services, namely, loan | | |

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| | | | | | | |
|-----------|------------|-----------------|---|--|--|--|
| E-TAD L/C | 76/303,562 | August 23, 2001 | financial services, namely, loan financing and electronic bill payment services | financing and electronic bill payment services | | |
|-----------|------------|-----------------|---|--|--|--|

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Notary Public

David Harris

On this 11 day of September, 2003, before me personally came *Richard Mclennan*, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that *he, she* is the *Chief Executive Officer* of Actrade Financial Technologies Ltd.; *he, she* signed the instrument in the name of Actrade Financial Technologies Ltd.; and *he, she* had the authority to sign the instrument on behalf of Actrade Financial Technologies Ltd.

DAVID HARRIS
Notary Public, State of New York
No. 01HA6018826
Qualified in Nassau County
Commission Expires Jan. 19, 2007

SS:

STATE OF)
COUNTY OF)

1 2 3 4 5 6 7 8 9 10

Notary Public

David Harris

On this 11 day of September, 2003, before me personally came Lisa Campi, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that [he, she] is the Vice President of The CIT Group/Commercial Services, Inc.; [he, she] signed the instrument in the name of The CIT Group/Commercial Services, Inc.; and [he, she] had the authority to sign the instrument on behalf of The CIT Group/Commercial Services, Inc.

DAVID HARRIS
Notary Public, State of New York
No. 01HAG018826
Qualified in Nassau County
Commission Expires Jan. 19, 2007

STATE OF)
COUNTY OF)
SS:)