

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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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

3. Nature of conveyance:

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

Execution Date: December 26, 2000

2. Name and address of receiving party(ies)

Name: ASA Legal Systems, Inc.

Internal

Address: _____

Street Address: 475 Sentry Parkway, Suite 4000

City: Blue Bell State: PA Zip: 19422

- 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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,399,224

Additional number(s) attached Yes No

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

Name: Karen Feisthamel

Internal Address: Hinckley Allen & Snyder, LLP

Street Address: 1500 Fleet Center

City: Providence State: RI Zip: 02903

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:

50-0458

DO NOT USE THIS SPACE

9. Signature.

Karen L. Feisthamel, Esq.
Name of Person Signing


Signature

Dec 4, 2003
Date

3

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

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

CONFIRMATORY TRADEMARK ASSIGNMENT

THIS CONFIRMATORY ASSIGNMENT is made *nunc pro tunc* as of the 26th day of December, 2000, between ASA International Ltd., a corporation organized and existing under the laws of Delaware (the "Assignor") and ASA Legal Systems, Inc. (now known as Rainmaker Software, Inc.), a corporation organized under the laws of Delaware (the "Assignee").

WHEREAS, the Assignor was the owner of all right title and interest in and to the Trademark listed in Schedule A hereto (the "Trademark"), the registration thereof, together with the good will represented thereby;

WHEREAS, upon the incorporation of Assignee, a wholly owned subsidiary of Assignor, Assignee acquired certain assets of Assignor, including, the Trademark, the registration and the good will thereof; and,

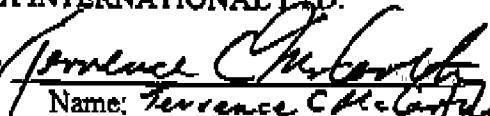
WHEREAS, the parties wish to memorialize this transfer to Assignee.

NOW, THEREFORE, for good and valuable consideration, the Assignor hereby acknowledges that it did assign to the Assignee, its successors and assigns, all its full right to and title in the Trademark, including the right to sue for past infringement(s), together with the good will of the business represented thereby as of the incorporation of Assignee.

The Assignor will, upon the Assignee's request, promptly execute and deliver to the Assignee or its legal representative any and all papers or instruments required to maintain, prosecute and/or register the Trademarks which may be necessary or desirable to carry out the purposes hereof.

ASSIGNOR
ASA INTERNATIONAL LTD.

By/


Name: Terrence C. McCarty
Title: Vice President & Treasurer

TRADEMARK

REEL: 002758 FRAME: 0475

SCHEDULE A

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
RAINMAKER	1,399,224	7/1/86

TRADEMARK

RECORDED: 12/04/2003

REEL: 002758 FRAME 0476

** TOTAL PAGE 05 **