

02-04-2004

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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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.

1. Name of conveying party(ies): 1-30-04
BNY Brokerage Inc.

- 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: January 23, 2004

2. Name and address of receiving party(ies)
Name: EZE Castle Software, Inc.

Internal Address: _____
Street Address: 12 Farnsworth Street, 2nd Floor
City: Boston, MA State: MA Zip: 02210

- 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) _____

Please see the attached.

Additional number(s) attached Yes No

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

Name: Douglas J. Ray, Esq.

Internal Address: Pillsbury Winthrop LLP

Street Address: 1540 Broadway

City: New York, State: NY Zip: 10036-4039

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Douglas J. Ray

Name of Person Signing

Douglas J. Ray
Signature

January 30, 2004

Date

Total number of pages including cover sheet, attachments, and document: 5

206533-0000011

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

02/03/2004 ECODPER 00000130 75251654

01 FD:8521
02 FD:8522

40.00 DP
25.00 DP

TRADEMARK
REEL: 002908 FRAME: 0561

**Trademark Assignment
Schedule A**

Trademark	Country	Application No.	Registration No.	Registration Date
The Commission Optimizer	United States	75/251654	2,283,653	October 5, 1999
The Commission Optimizer	United States	75/694676	2,345,267	April 25, 2000

TRADEMARK ASSIGNMENT

WHEREAS, BNY Brokerage Inc., a corporation duly organized under the laws of Delaware ("Assignor") has adopted and used the trademarks listed in Schedule A attached hereto and made a part hereof (the "Trademarks") and is the owner of the applications and registrations thereof specified in said Schedule; and

WHEREAS, Assignor desires to transfer to EZE Castle Software, Inc., a corporation duly organized under the laws of Delaware ("Assignee") all of Assignor's rights in and to the Trademarks and the goodwill associated therewith.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee all rights, title and interest in and to the Trademarks and the registrations thereof together with the goodwill of the business of Assignor which is symbolized by the Trademarks and the right to recover for damages and profits and all other remedies for past infringements thereof in all territories of the world in perpetuity.

IN WITNESS WHEREOF, Assignor has executed this assignment by its duly authorized officer and its seal affixed hereto as of this 23rd day of January, 2004.

BNY BROKERAGE, INC.

By: [Signature]
Name: CAREY S. PACE
Title: PRESIDENT

ACKNOWLEDGMENT

State of _____)
County of _____) ss.

On this 23rd day of January, 2004, before me, the undersigned notary public, personally appeared Carey S. Pace, proved to me through satisfactory evidence of identification, which were _____, to be the person whose name is signed on this instrument on behalf of Assignor, who acknowledged that he/she signed it as a free act on his/her own behalf.

[Signature]
Notary Public

My commission expires: April 17, 2007

DORIS B. KA
Notary Public, State of New York
No. 01KA5042379
Qualified in Bronx County
Signature on File in New York County
Commission Expires April 17, 2007

TRADEMARK