

03-26-2004

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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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102705139

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):

3/23/04

RRE Ventures II, LP

- Individual(s)
- General Partnership
- Corporation-State
- 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: August 8, 2003

2. Name and address of receiving party(ies)

Name: Odyssey Logistics & Technology

Internal

Address: _____

Street Address: 39 Danbury Road

City: Danbury State: CT Zip: 06817

- 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)

2626497, 2647044, 2464450

Additional number(s) attached Yes No

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

Name: Matthew D. Caudill

Internal Address: Goodwin Procter LLP

Street Address: 599 Lexington Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41).....\$ 90.00

- 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.

Matthew D. Caudill

Name of Person Signing

[Signature]

Signature

3/22/2004

Date

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

TRADEMARK
REEL: 002937 FRAME: 0073

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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08-15-2003
102525448

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):

RRE Ventures II, LP *S-S-03*

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: *August 8, 2003*

2. Name and address of receiving party(ies)

Name: Odyssey Logistics & Technology
Internal
Address: _____

Street Address: 39 Old Danbury Road
City: Danbury State: CT Zip: 06817

- Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
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OPR/FINANCE
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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.

Matthew D. Caudill

Name of Person Signing

Matthew D. Caudill

Signature

8/8/2003

Date

Total number of pages including cover sheet, attachments, and document: 10

08/14/2003 LHMUELLER 00000096 2626497

Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231

01 FC:0521
02 FC:0522

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50.00 OP

TRADEMARK
REEL: 002937 FRAME: 0074

Schedule I
Trademark Registrations and Applications

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Goods / Services</u>	<u>Status</u>
AUTOMATED LOGISTICS DECISIONING SYSTEM	75/928,165	02/24/2000	N/A		Trade transportation services offered over a global computer network, in Class 9.	Abandoned
D2D WIZARD	75/932,561	03/01/2000	N/A		Trade transportation services offered over a global computer network, in Class 9.	Abandoned
MAKE THE MOVE	75/904,898	01/25/2000	N/A		Freight forwarding services over a global computer network, in Class 39.	Abandoned
Rely	76/259,476	05/21/2001	2,626,497	09/24/2002	Computer software for supply chain management, in Class 9.	Registered
Rely SOFTWARE & Design	76/259,478	05/21/2001	2,647,044	11/05/2002	Computer software for supply chain management, in Class 9.	Registered
RIGHTFREIGHT	75/741,667	06/25/1999	2,464,450	06/26/2001	Freight forwarding services over a global computer network, in Class 39.	Registered

CERTIFICATE OF TERMINATION

THIS CERTIFICATE OF TERMINATION (this "**Certificate**"), effective as of August 8, 2003 (the "**Effective Date**"), is entered into by and among Odyssey Logistics & Technology Corporation, a Delaware corporation (the "**Company**"), Odyssey Agent, LLC, a Delaware limited liability company (the "**Collateral Agent**"), RRE Ventures Fund II, L.P. ("**RRE Fund**"), RRE Ventures II, L.P. ("**RRE II**"), Strategic Investment, Inc. ("**Strategic**"), Robert H. Shellman ("**Shellman**"), Douglas A. Johnston ("**Johnston**") and Raymond G. Maier ("**Maier**"), and together with the Company, the Collateral Agent, RRE Fund, RRE II, Strategic, Shellman and Johnston, each a "**Party**" and collectively the "**Parties**").

WHEREAS, pursuant to that certain Intellectual Property Security Agreement dated as of February 4, 2003 (the "**IP Security Agreement**"), the Company granted a security interest in certain Intellectual Property Collateral as described therein in favor of the Collateral Agent;

WHEREAS, the parties have entered into that certain Conversion, Termination and Release Agreement, dated as of August 8, 2003 (the "**Conversion, Termination and Release Agreement**") pursuant to which the Parties terminated the IP Security Agreement and the security interest granted therein was released;

WHEREAS, the parties desire to acknowledge such termination of the IP Security Agreement and release of the security interest granted therein hereby.

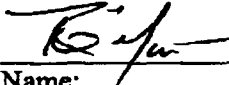
NOW, THEREFORE, the Parties acknowledge the following:

1. **Release of Collateral.** The IP Security Agreement has been terminated in all respects and is of no further force or effect. The Conversion, Termination and Release Agreement provides, among other things, that the Collateral Agent releases any and all interests in the collateral which is the subject of, and subject to, the IP Security Agreement. The Collateral Agent hereby releases any and all collateral it holds (including, without limitation, the trademark registrations and applications set forth on Exhibit A attached hereto, and the patents and patent applications set forth on Exhibit B, attached hereto) and hereby agrees to deliver concurrently herewith to the Company all releases and terminations, including those to be filed in the U.S. Patent and Trademark Office, reasonably requested by the Company necessary to effect the release of all of its security interests in the collateral of the Company.
2. **Filing.** The Parties hereby consent to the filing of this Certificate of Termination in any jurisdiction and filing office, including without limitation with the U.S. Patent and Trademark Office.

[The remainder of this page has been left blank intentionally.]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Certificate on the date first set forth above.

**ODYSSEY LOGISTICS &
TECHNOLOGY CORPORATION**

By: 
Name:
Title:

ODYSSEY AGENT, LLC

By: _____
Name:
Title:

RRE VENTURES FUND II, L.P.

By: _____
Name:
Title:

RRE VENTURES II, L.P.

By: _____
Name:
Title:

STRATEGIC INVESTMENT, INC.

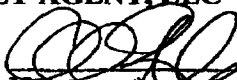
By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Termination Agreement on the date first set forth above.


ODYSSEY LOGISTICS & TECHNOLOGY CORPORATION

By: _____
Name:
Title:


ODYSSEY AGENT, LLC

By: 
Name: Andrew L. Zalasini
Title: General partner

RRE VENTURES FUND II, L.P.

By: 
Name: Andrew L. Zalasini
Title: General Partner

RRE VENTURES II, L.P.

By: 
Name: Andrew L. Zalasini
Title: General Partner

STRATEGIC INVESTMENT, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Certificate on the date first set forth above.

ODYSSEY LOGISTICS & TECHNOLOGY CORPORATION

By: _____
Name:
Title:

ODYSSEY AGENT, LLC

By: _____
Name:
Title:

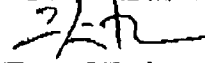
RRE VENTURES FUND II, L.P.

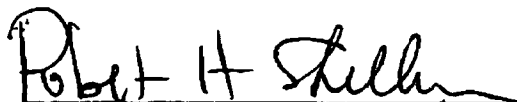
By: _____
Name:
Title:

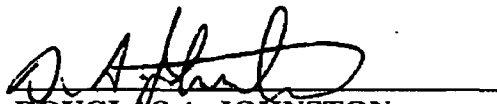
RRE VENTURES II, L.P.

By: _____
Name:
Title:

STRATEGIC INVESTMENT, INC.

By: 
Name: CHRISTINA TAN
Title: SECRETARY


ROBERT H. SHELLMAN


DOUGLAS A. JOHNSTON


RAYMOND G. MAIER

EXHIBIT A

Trademark Registrations and Applications

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RIGHTFREIGHT	75/741,667	06/25/1999	2,464,450	06/26/2001	Freight forwarding services over a global computer network, in Class 39.	Registered

EXHIBIT B

Patents and Patent Applications

USSN 09/915,301 (filed July 27, 2001) Transport Logistics Systems and Methods

WO 02/11027 (filed July 27, 2001) Transport Logistics Systems and Methods

United States Provisional Patent Application No. 60/221,541 filed July 28, 2000