

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fenics Software Inc.		08/23/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Administrative Agent
Street Address:	101 N. Tryon Street
Internal Address:	15th Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	2629690	FENICS.COM
Registration Number:	2284410	UPGRADE THE TRADE
Registration Number:	1746959	FENICS
Registration Number:	2279776	UPGRADE THE TRADE

CORRESPONDENCE DATA	
Fax Number:	(919)416-8339
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	919 286-8028
Email:	PTO_TMconfirmation@mvalaw.com
Correspondent Name:	Moore & Van Allen PLLC
Address Line 1:	2200 West Main Street
Address Line 2:	Suite 800
Address Line 4:	Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625.2413 CLE
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NAME OF SUBMITTER:	Charles L. Evans
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OP \$115.00 2629690

Total Attachments: 3

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Domestic Security Agreement dated as of August 23, 2004 (the "Domestic Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Domestic Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

FENICS SOFTWARE INC.,  
a Delaware corporation

By: James A. Peers  
Name: James A. Peers  
Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

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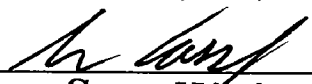
Very truly yours,

**FENICS SOFTWARE INC.,**  
a Delaware corporation

By: \_\_\_\_\_  
Name:  
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:   
Name: **Sean W. Cassidy**  
Title: **Principal**

**FENICS SOFTWARE INC.  
(Delaware Corporation)**

**U.S. Trademarks**

Registered Marks

Mark	Registration No.	Registration Date
FENICS.COM	2629690	10/08/02
UPGRADE THE TRADE	2284410	10/12/99
FENICS	1746959	01/19/93
UPGRADE THE TRADE	2279776	9/21/99

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