

FORM PTO-1594 (Modified)  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Attorney Docket No. 51936-0006

To the Honorable Commissioner of Patent and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

RRE Ventures Fund II L.P.  
126 East 56th Street  
New York, NY 10022

2. Name and address of receiving party(ies):

E-Duction, Inc.  
Two Valley Square, Suite 100  
512 Township Line Road  
Blue Bell, PA 19422

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement     Change of Name  
 Other: Certificate of Termination of Security Assignment  
recorded at 2719/0388

Execution Date : October 31, 2004

Effective Date:

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

If assignee is not domiciled in the U.S.A., a domestic  
representative designation is attached:  Yes;  No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

76/368,437  
76/368,538  
76/286,095  
76/432,094

B. Trademark Registration No.(s):

2,579,675  
2,574,487  
2,555,477  
2,454,316  
2,421,573

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

Gail H. Griffin  
Morgan, Lewis & Bockius LLP  
1701 Market Street  
Philadelphia, PA 19103  
Telephone: 215-963-5265  
Facsimile: 215-963-5001  
E-Mail: ggriffin@morganlewis.com

6. Total number of applications and registrations involved: 9

7. Total fee (37 C.F.R. § 3.41) \$360.00

Check enclosed.

Authorized to charge fee and any overpayments/deficiencies to  
deposit account.

8. Deposit account number: 50-0310

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.

Gail H. Griffin  
Name of Person Signing

  
Signature

3Dec04  
Date

Total number of pages including cover sheet, attachments and document: 4

TRADEMARK

CH \$360.00 500310 76368437

**CERTIFICATE OF TERMINATION**

**TRADEMARKS**

**THIS CERTIFICATE OF TERMINATION** (this "**Certificate**"), effective as of October 31, 2004 (the "**Effective Date**"), is entered into by and among E-Duction, Inc., a Delaware corporation (the "**Company**"), and RRE Ventures Fund II, L.P. (the "**Collateral Agent**"), each a "**Party**" and collectively the "**Parties**".

**WHEREAS**, pursuant to that certain Security Agreement (the "**Security Agreement**"), and that certain Assignment for Security – Trademarks (the "**Assignment**"), both dated March 10, 2003, the Company granted a security interest in certain Collateral as defined in the Assignment and as listed in Schedule 1A annexed thereto, in favor of the Collateral Agent;

**WHEREAS**, the parties have entered into that certain Series A Preferred Stock Purchase Agreement, dated as of May 26, 2004 (the "**Purchase Agreement**"), pursuant to which the Parties terminated the Security Agreement and the security interest in the Collateral therein was released;

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

**NOW, THEREFORE**, the Parties acknowledge the following:

1. **Release of Collateral**. The Security Agreement has been terminated in all respects and is of no further force or effect. The Purchase 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 Assignment. The Collateral Agent hereby releases any and all Collateral it holds (including, without limitation, the trademark registrations and applications set forth in Schedule 1A, attached hereto) and hereby agrees to deliver concurrently herewith to the Company all releases and termination, 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 its security interests in the collateral of the Company.

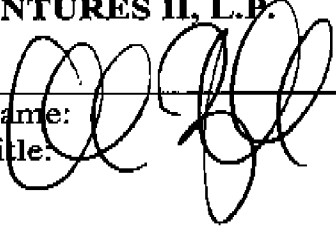
2. **Filing**. The Collateral Agent hereby consents to the filing of this Certificate of Termination in any jurisdiction and filing office, including, without limitation, the U.S. Patent and Trademark Office.

\* \* \* \* \*

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

**RRE VENTURES II, L.P.**

By:

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

**SCHEDULE 1A TO CERTIFICATE OF TERMINATION - TRADEMARKS**

**Trademarks and Trademark Applications**

<u>Trademark/Trade Name</u>	<u>Registration</u>	<u>Application/Registration No.</u>	<u>Registration Date</u>
E-DUCTION	US	Registration No. 2,579,675	6/11/2002
E-DUCTION	EP	Application No. 001 770 940	N/A
E-DUCTION	CA	Application No. 1,068,091	N/A
E-DUCTION	US	Registration No. 2,574,487	5/28/2002
E-DUCTION THE ULTIMATE WAY TO PAY (and Design)	US	Registration No. 2,555,477	4/2/2002
E-DUCTION THE ULTIMATE WAY TO PAY (and Design)	EP	Application No. 002 243 269	N/A
E-DUCTION THE ULTIMATE WAY TO PAY (and Design)	JP	Registration No. 4,586,630	7/19/2002
THE ULTIMATE WAY TO PAY	US	Registration No. 2,454,316	5/22/2001
MARKETMEMBERS	US	Registration No. 2,421,573	1/16/2001
E-DUCTION THE ULTIMATE WAY TO SELL (and Design)	US	Application No. 76/368,437	N/A
THE ULTIMATE WAY TO SELL	US	Application No. 76/368,538	N/A
PREFERRED MERCHANT PROGRAM	US	Application No. 76/286,095	N/A
PAYROLL EXCHANGE	US	Application No. 76/432,094	N/A