

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Axeda Systems, Inc.		10/05/2004	CORPORATION: DELAWARE
Axeda IP, Inc.		10/05/2004	CORPORATION: DELAWARE
Axeda Systems Operating Company, Inc.		10/05/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Laurus Master Fund, Ltd.
Street Address:	825 Third Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	Company: CAYMAN ISLANDS

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	78196400	WIZCON
Serial Number:	78196416	WIZCAD
Serial Number:	75119103	WIZCON
Serial Number:	75469477	WIZFACTORY
Serial Number:	78196409	WIZPLC
Serial Number:	75183449	WIZPLC
Serial Number:	75119101	WIZPRO
Serial Number:	78196424	WIZREPORT
Serial Number:	78196414	WIZSCHEDULER

CORRESPONDENCE DATA

Fax Number: (866)459-2899

900025906

**TRADEMARK
 REEL: 003097 FRAME: 0256**

CH \$240.00 78196400

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-783-2700
Email: pagodoa@federalresearch.com
Correspondent Name: CBC Companies dba Federal Research
Address Line 1: 1030 Fifteenth Street, NW, Suite 920
Address Line 2: attn: Penelope J.A. Agodoa
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	06/06/2005

Total Attachments: 15

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ADDITIONAL CONVEYING PARTIES:

AXEDA IP, INC.

AXEDA SYSTEMS OPERATING COMPANY, INC.

**SCHEDULE 1
TRADEMARKS**

AXEDA SYSTEMS, INC.

Mark/COUNTRY	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
AXEDA						
ALBANIA	2/27/2002	AL-M-02-00102			PENDING	09,35
ARGENTINA	3/1/2002	2367686			PENDING	09
ARGENTINA	3/1/2002	2367687	3/3/2003	1916130	REGISTERED	35
AUSTRALIA	2/28/2002	904743	11/10/2003	904743	REGISTERED	09,35
BRAZIL	3/1/2002	824409795			PENDING	09
BRAZIL	3/1/2002	824409787			PENDING	35
BULGARIA	2/26/2002	58308	12/18/2003	45657	REGISTERED	09,35
CANADA	2/28/2002	1132538	2/18/2004	602541	REGISTERED	09,35
CHILE	7/15/2002	574123	12/13/2002	652149	REGISTERED	09
CHILE	7/15/2002	574122	12/13/2002	652148	REGISTERED	35
CHINA	3/1/2002	3103483	5/14/2003	3103483	REGISTERED	09
CHINA	3/1/2002	3103484			PENDING	42
CROATIA	2/28/2002	Z20020291A	2/3/2003	Z20020291	REGISTERED	09,42
CYPRUS	3/14/2002	5820	8/5/2003	5820	REGISTERED	09
CZECH REPUBLIC	2/28/2002	177241	11/25/2002	249638	REGISTERED	09
CZECH REPUBLIC	2/28/2002	177240	2/24/2003	251566	REGISTERED	42
EUROPEAN UNION	2/25/2002	002602613	8/29/2003	002602613	REGISTERED	09,35
FEDERATION OF RUSSIA	2/28/2002	2002705226	8/15/2003	253088	REGISTERED	
FEDERATION OF RUSSIA	2/28/2002	2002705225	5/28/2003	247391	REGISTERED	
FRANCE	2/28/2002	02/3150762	12/27/2002	02/3150762	REGISTERED	09,35,42
HONG KONG	3/2/2002	2942/2002	5/21/2003	6473/2003	REGISTERED	09
HONG KONG	3/7/2002	3122/2002	10/23/2003	12583/2003	REGISTERED	42
HUNGARY	2/27/2002	M0201018	6/10/2003	175662	REGISTERED	09,35
INDIA	5/14/2002	1104524			PENDING	09
INDIA	9/15/2003	1236823			PENDING	35
INDONESIA	4/9/2002	06760.06832	3/20/2003	533195	REGISTERED	09
INDONESIA	4/9/2002	06761.06833	3/24/2003	533492	REGISTERED	35
ISRAEL	2/27/2002	155584	7/2/2003	155584	REGISTERED	09
ISRAEL	2/27/2002	155585	8/5/2003	155585	REGISTERED	35
JAPAN	2/27/2002	2002-14775	12/5/2003	4730808	REGISTERED	09,35
MALAYSIA	3/4/2002	2002/02336			PENDING	09
MALAYSIA	3/4/2002	2002/02337			PENDING	35
MEXICO	3/4/2002	536077	3/25/2004	826313	REGISTERED	09
MEXICO	3/4/2002	536078	6/17/2004	837577	REGISTERED	35

NEW ZEALAND	3/1/2002	653319	9/5/2002	653319	REGISTERED	09
NEW ZEALAND	3/1/2002	653318	12/9/2002	653318	REGISTERED	35
NORWAY	2/26/2002	2002-01669	1/23/2003	217328	REGISTERED	09,35
PERU	3/1/2002	146255	12/6/2002	85340	REGISTERED	09
PERU	3/1/2002	146256	9/16/2002	30418	REGISTERED	35
PHILIPPINES	3/4/2002	2002-0001826			PENDING	09,35
POLAND	2/28/2002	Z-247106			PENDING	09,35
PORTUGAL	3/1/2002	362264	7/9/2003	362264	REGISTERED	09,35
ROMANIA	2/25/2002	M200201020	12/19/2002	49476	REGISTERED	09,35
SAUDI ARABIA	3/2/2002	75570	4/23/2003	677/66	REGISTERED	09
SAUDI ARABIA	3/2/2002	75571	11/27/2002	661/89	REGISTERED	35
SINGAPORE	2/26/2002	T02/02117D	3/24/2003	T02/02117D	REGISTERED	09
SINGAPORE	2/26/2002	T02/02118B	10/6/2003	T02/02118B	REGISTERED	35
SLOVAK REPUBLIC	3/1/2002	POZ 0619-2002			PENDING	09,35
SLOVENIA	2/28/2002	Z-200270257	3/10/2004	200270257	REGISTERED	09,35
SOUTH AFRICA	2/26/2002	2002/02676			PENDING	09
SOUTH AFRICA	2/26/2002	2002/02677			PENDING	35
SOUTH KOREA	2/28/2002	2002-0009710	11/6/2003	0564731	REGISTERED	09
SOUTH KOREA	2/28/2002	2002-004409	7/28/2003	0088748	REGISTERED	35
SWITZERLAND	2/26/2002	01749/2002	8/30/2002	502744	REGISTERED	09,42
TAIWAN	3/1/2002	(91)07624			PENDING	35
TAIWAN	3/1/2002	(91)07625	5/1/2003	1041952	REGISTERED	09
THAILAND	3/4/2002	481848	2/7/2003	175198	REGISTERED	09
THAILAND	3/4/2002	481849	2/7/2003	SM18753	REGISTERED	35
TUNISIA	2/28/2002	EE02.0351	12/24/2003	EE02.0351	REGISTERED	09,35
TURKEY	3/1/2002	2002/003982	10/15/2003	2002/003982	REGISTERED	09,35
UNITED STATES	9/2/2001	76/307,629	11/12/2002	2,648,978	REGISTERED	09
UNITED STATES	9/21/2001	78/084,961	4/8/2003	2,704,656	REGISTERED	09
VENEZUELA	3/4/2002	3165-2002			PENDING	09
VENEZUELA	3/4/2002	3166-2002			PENDING	35
YUGOSLAVIA	2/28/2002	Z-204/2002			PENDING	09,35

WIZCAD

UNITED STATES 12/19/2002 78/196,416 ALLOWED 09

WIZCON

EUROPEAN UNION 6/11/2003 003221249 PENDING 09

ISRAEL 6/15/2003 165023 PENDING 09

JAPAN 6/9/2003 2003-47306 10/24/2003 4720517 REGISTERED 09

UNITED STATES 12/19/2002 78/196,400 7/6/2004 2,861,534 REGISTERED 09

UNITED STATES 6/14/1996 75/119,103 10/14/1997 2,104,943 REGISTERED 09

WIZCON & DESIGN

ISRAEL 3/24/1987 65949 2/2/1994 65949 REGISTERED 42

WIZFACTORY

UNITED STATES 4/17/1998 75/469,477 4/25/2000 2,346,054 REGISTERED 09

5	WIZPLC						
	UNITED STATES	12/19/2002	78/196,409	9/7/2004	2,883,094	REGISTERED	09
6							
	UNITED STATES	10/18/1996	75/183,449	7/14/1998	2,173,738	REGISTERED	09
7	WIZPRO						
	UNITED STATES	6/14/1996	75/119,101	3/17/1998	2,145,338	REGISTERED	09
8	WIZREPORT						
	UNITED STATES	12/19/2002	78/196,424			PENDING	09
9	WIZSCHEDULER						
	UNITED STATES	12/19/2002	78/196,414	9/7/2004	2,883,095	REGISTERED	09

Axeda Entity Ownership of Trademarks

Mark	OWNER
WIZREPORT Int'l 9 Published	Axeda Systems Operating Company
WIZCAD Int'l 9 Allowed – Statement of Use non-final refusal	Axeda Systems Operating Company
WIZSCHEDULER Int'l 9 Registered 2,883,095	Axeda Systems Operating Company
WIZPLC Int'l 9 Registered 2,883,094	Axeda Systems Operating Company
WIZCON Int'l 9 Registered 2,861,534	Axeda Systems Operating Company
AXEDA Int'l 9 Registered 2,704,656	Axeda IP, Inc.
AXEDA Int'l 9 Registered 2,648,978	Axeda IP, Inc.
WIZFACTORY Int'l 9 Registered 2,346,054	Axeda Systems, Inc.
WIZPLC Int'l 9 Registered 2,173,738	Axeda Systems, Inc.
WIZCON Int'l 9 Registered 2,104,943	Axeda Systems, Inc.
WIZPRO Int'l 9 Registered 2,145,338	Axeda Systems, Inc.

**GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

THIS GRANT OF SECURITY INTEREST ("Grant"), effected as of October 5,, 2004, is executed by Axeda Systems, Inc., a Delaware corporation (the "Grantor"), in favor of Laurus Master Fund, Ltd. (the "Secured Party").

A. Pursuant to a Master Security Agreement dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") among the Grantor, certain other Assignors (as defined in the Security Agreement), and the Secured Party, the terms and provisions of which are hereby incorporated herein as if fully set forth herein, the Grantor and the other Assignors have granted a security interest to the Secured Party in consideration of the Secured Party's agreement to provide loans to Axeda Systems, Inc. .

B. The Grantor (1) has adopted, used and is using the trademarks reflected in the trademark registrations and trademark applications in the United States Patent and Trademark Office more particularly described on Schedule 1 annexed hereto as part hereof (the "Trademarks"), and (2) has registered or applied for registration in the United States Patent and Trademark Office of the patents more particularly described on Schedule 2 annexed hereto as part hereof (the "Patents").

C. The Grantor wishes to confirm its grant to the Secured Party of a security interest in all right, title and interest of the Grantor in and to the Trademarks and Patents, and all proceeds thereof, together with the business as well as the goodwill of the business symbolized by, or related or pertaining to, the Trademarks, and the customer lists and records related to the Trademarks and Patents and all causes of action which may exist by reason of infringement of any of the Trademarks and Patents (collectively, the "T&P Collateral"), to secure the payment, performance and observance of the Obligations (as that term is defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged:

1. The Grantor does hereby further grant to the Secured Party a security interest in the T&P Collateral to secure the full and prompt payment, performance and observance of the Obligations.

2. The Grantor agrees to perform, so long as the Security Agreement is in effect and an Event of Default has occurred and is continuing, all acts reasonably deemed necessary or desirable by the Secured Party to permit and assist it, at the Grantor's expense, in obtaining and enforcing the Trademarks and Patents that are material to the business of the Company and its Subsidiaries taken as a whole, in any and all countries. Such acts may include, but are not limited to, execution of documents and assistance or cooperation in legal proceedings. The Grantor hereby appoints the Secured Party as the Grantor's attorney-in-fact to execute and file any and all agreements, instruments, documents and papers as the Secured Party may reasonably determine to be necessary or desirable to evidence the Secured Party's security interest in the Trademarks and Patents or any other element of the T&P Collateral, all acts of such attorney-in-fact being hereby ratified and confirmed.


3. The Grantor acknowledges and affirms that the rights and remedies of the Secured Party with respect to the security interest in the T&P Collateral granted hereby are more fully set forth in the Security Agreement and the rights and remedies set forth herein are without prejudice to, and are in addition to, those set forth in the Security Agreement. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

4. The Grantor agrees to execute financing statements or other instruments to the extent required by the Uniform Commercial Code and in executing such other documents or instruments as may be required or deemed necessary by you for purposes of affecting or continuing your security interest in the T&P Collateral.

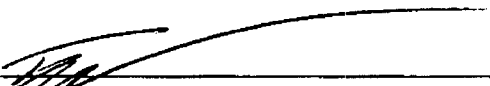
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IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed as of the day and year first above written.

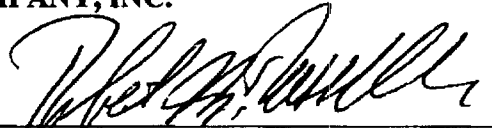
AXEDA SYSTEMS INC.

By: 
Name: Robert M. Russell Jr.
Title: Chief Executive Officer

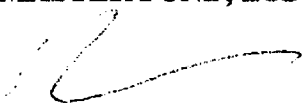
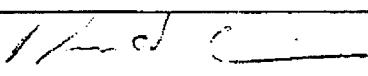
AXEDA IP, INC.

By: 
Name: Thomas J. Fogarty
Title: President

**AXEDA SYSTEMS OPERATING
COMPANY, INC.**

By: 
Name: Robert M. Russell Jr.
Title: Chief Executive Officer

LAURUS MASTER FUND, LTD.

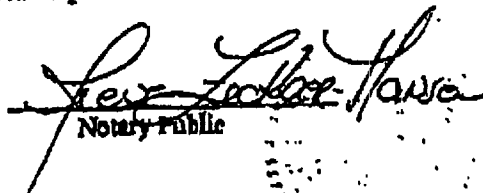
By: 
Name: _____
Title: 

OCT OCT. 5. 2004 4:08PM WESTIN SYSTEMS INC.
OCT Oct. 4. 2004 10:25PM WESTIN, SYSTEMS INC:

508337920 NO. 342 P. 8 P. 8
508337920 No. 2096 P. 9/20, 8

STATE OF Georgia
COUNTY OF Chatham

On this 5 day of October, 2004 before me personally came Robert M. Russell Jr. who, being by me duly sworn, did state as follows: that he is Chief Executive Officer of Axeda Systems Inc. and Axeda Systems Operating Company Inc. that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


Notary Public

IRENE ZECKER-HANSEN
Notary Public, Chatham County, GA.
My Commission Expires October 15, 2007

Received Time Oct. 4. 8:12PM

Received Time Oct. 5. 10:44AM

SCHEDULE 1 TO GRANT OF SECURITY INTEREST
REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS

ATTACHED

<u>Trademark</u>	<u>Registration or Application Number</u>	<u>Registration or Application Date</u>	<u>Country</u>

SCHEDULE 2
PATENTS AND PATENT APPLICATIONS

OUR REFERENCE/HANDLING ATTY.	TITLE	INVENTORS/APPLICANTS	DATE FILED SERIAL NUMBER	NEXT ACTIONS/ STATUS	DUE DATE EXT. /MONTHS
11333/006001 Paul Pysher	REPORTING THE STATE OF AN APPARATUS TO A REMOTE COMPUTER	James R. Hansen/Axeda Systems Operating Company, inc.	7/28/2000 09/627,201	Patent issued as 6,757,714	
11333/006002 (Continuation) Paul Pysher	REPORTING THE STATE OF AN APPARATUS TO A REMOTE COMPUTER	James R. Hansen/Axeda Systems Operating Company, Inc.	3/19/04 10/805,012	Awaiting first office action	
11333/006WO1 (International Application) Paul Pysher	REPORTING THE STATE OF AN APPARATUS TO A REMOTE COMPUTER	James R. Hansen/Axeda Systems Operating Company, Inc.	07/27/01 PCT/US01/23651	Filed in Japan and EP designating all countries.	Expired
11333/006JP01 (Japanese Application) Paul Pysher	REPORTING THE STATE OF AN APPARATUS TO A REMOTE COMPUTER	James R. Hansen/Axeda Systems Operating Company, Inc.	01/28/03 2002-515578	Request Examination	7/27/08
11333/006EP01 (European Application) Paul Pysher	REPORTING THE STATE OF AN APPARATUS TO A REMOTE COMPUTER	James R. Hansen/Axeda Systems Operating Company, Inc.	01/28/03 01955983.9	Second Office Action received	9/25/04 2-month extension available
11333/011001 Paul Pysher	RETRIEVING DATA FROM A SERVER	James R. Hansen/ Axeda Systems Operating Company, inc.	9/22/2000 09/667,737	Awaiting Action from PTO	
11333-011WO1 (International Application) Paul Pysher	RETRIEVING DATA FROM A SERVER	James R. Hansen/Axeda Systems Operating Company, Inc.	09/24/2001 PCT/US01/29787	Filed in Japan and EP designating all countries.	Expired
11333/011EP1 (European Application) Paul Pysher	RETRIEVING DATA FROM A SERVER	James R. Hansen/Axeda Systems Operating Company, Inc.	3/21/03 01973431.8	Awaiting Action	
11333/011JP1 (Japanese Application)	RETRIEVING DATA FROM A SERVER	James R. Hansen/Axeda Systems Operating	3/24/03 2002-529432	Request Examination	9/24/08

TRADEMARK

REEL: 003097 FRAME: 0268

Paul Pysher			Company, Inc.				
11333/013001 Paul Pysher	DEVICE REGISTRATION MECHANISM	James R. Hansen Dale E. Calder/ Axeda Systems Operating Company, Inc.	11/20/2000 09/716,717	First Office Action received; need further comments from Jim	9/30/04 (no further extensions available)		
11333/013W01 (International Application) Paul Pysher	DEVICE REGISTRATION MECHANISM	James R. Hansen Dale E. Calder/ Axeda Systems Operating Company, Inc.	11/16/2001 PCT/US01/45198	Filed in Japan and EP designating all countries	Expired		
11333/013EP1 (European Application) Paul Pysher	DEVICE REGISTRATION MECHANISM	James R. Hansen Dale E. Calder/ Axeda Systems Operating Company, Inc.	11/16/2001 (eff.) 01996048.3	First Office Action received	9/22/04 Instructions received from Jim Hansen		
11333/013JP1 (Japanese Application) Paul Pysher	DEVICE REGISTRATION MECHANISM	James R. Hansen Dale E. Calder/ Axeda Systems Operating Company, Inc.	11/16/2001 (eff.) 2002-543285	Request Examination	11/16/04 (Instructions required by 11/11/04)		
11333/014001 (CIP of 006001) Paul Pysher	REPORTING THE STATE OF AN APPARATUS TO A REMOTE COMPUTER	James R. Hansen/ Axeda Systems Operating Company, Inc.	11/18/2000 09/708,384	First Office Action received	9/23/04 (three extensions available)		
11333/015001 Paul Pysher	XML SCRIPTING OF SOAP COMMANDS	James R. Hansen/ Axeda Systems Operating Company, Inc.	4/17/2002 10/123,960	Awaiting Office Action			
11333/015W01 (International Application) Paul Pysher	XML SCRIPTING OF SOAP COMMANDS	James R. Hansen/ Axeda Systems Operating Company, Inc.	4/16/03 PCT/US03/11701	National Stage Filings Due	10/17/04 (Instructions required by 10/11/04)		
11333/016001 (CIP of 011001) Paul Pysher	RETRIEVING DATA FROM A SERVER	James R. Hansen/ Axeda Systems Operating Company, Inc.	4/17/2002 10/124,181	Awaiting Office Action			
11333/016W01 (International Application) Paul Pysher	RETRIEVING DATA FROM A SERVER	James R. Hansen/ Axeda Systems Operating Company, Inc.	4/16/03 PCT/US03/11707	National Stage Filings Due	10/17/04 (Instructions required by 10/11/04)		

11333/022001 Paul Pysher	CONFIGURING A NETWORK GATEWAY	James R. Hansen Tom Nelson Charlie Trageser Brian Dodge Dale E. Calder/ Axeda Systems Operating Company, Inc.	4/19/2002 10/126,057	Awaiting Office Action;	
11333/022W01 (International Application) Paul Pysher	CONFIGURING A NETWORK GATEWAY	James R. Hansen Tom Nelson Charlie Trageser Brian Dodge Dale E. Calder/ Axeda Systems Operating Company, Inc.	4/16/03 PCT/US03/11700	National Stage Filings Due	10/19/04 (Instructions required by 10/1/04)
11333/023P01 Paul Pysher	SCREEN SHARING	James R. Hansen/ Axeda Systems Operating Company, Inc.	6/27/02 60/392,448	Utility Application filed.	Expired
11333/023001 Paul Pysher	SCREEN SHARING	James R. Hansen/ Axeda Systems Operating Company, Inc.	06/27/03 10/609,009	Awaiting Office Action	
11333/023W01 (International Application) Paul Pysher	SCREEN SHARING	James R. Hansen/ Axeda Systems Operating Company, Inc.	06/27/03 PCT/US03/20581	National Stage Filings Due	12/27/04 (Instructions required by 12/5/04)
11333/024001 Paul Pysher	DISPLAYING INFORMATION OVER MULTIPLE USER INTERFACE (UI) VIEWS	Dale E. Calder Alan Goldman/ Axeda Systems Operating Company, Inc.	08/08/02 10/214,939	Awaiting Office Action; No Foreign Filing per John Roberts' e-mail of 7/24/03	
11333/025P01 (Provisional Application) Paul Pysher Anthony Moosey	VIRTUAL HTTP SESSIONS	James R. Hansen/ Axeda Systems Operating Company, Inc.	08/08/02 60/401,897	No foreign filing per John Roberts' e-mail of 7/24/03; Utility Application filed.	Expired
11333/025001 Paul Pysher	MAINTAINING INDEPENDENT STATES FOR MULTIPLE WEB BROWSER INSTANCES	Matthew Harvey, Jared MacDonald, Andre Beskrowni, and Joshua Spiewak/ Axeda Systems Operating Company, Inc.	08/08/03 10/637,757	Missing Parts filed; Awaiting first Office Action	
11333-026P01 (Provisional Application) Paul Pysher	VIRTUAL CONNECTION	Feix Shedrinsky/ Axeda Systems Operating Company, Inc.	2/21/03 60/442,213	No foreign filing per John Roberts' e-mail of 1/14/04	Expired

10/19/2004

11333-026001 Paul Pysier	ESTABLISHING A VIRTUAL TUNNEL BETWEEN TWO COMPUTER PROGRAMS	Felix Shedrinsky/ Axeda Systems Operating Company, Inc.	2/20/04 10/784,138	Awaiting First Office Action	
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