

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MTM Technologies, Inc.		06/08/2005	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Textron Financial Corporation		
<b>Street Address:</b>	40 Westminster Street		
<b>City:</b>	Providence		
<b>State/Country:</b>	RHODE ISLAND		
<b>Postal Code:</b>	02903		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2479202	PIVOT TECHNOLOGIES	
Registration Number:	2444052	PIVOT TECHNOLOGIES	
Registration Number:	2756707	PIVOT TECHNOLOGIES	
Registration Number:	2434901	SYSTEMS MANAGING SYSTEMS	
Registration Number:	2721382	DNA NETSENSOR DATAVOX NETWORK ASSURANCE	
Registration Number:	2763391	ENTERPRISE SERVICES PARTNER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(443)263-7580		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	4103477380		
<b>Email:</b>	jmholda@ober.com		
<b>Correspondent Name:</b>	Jonathan M. Holda		
<b>Address Line 1:</b>	120 E. Baltimore Street		
<b>Address Line 4:</b>	Baltimore, MARYLAND 21202		
<b>NAME OF SUBMITTER:</b>	Jonathan M. Holda		

CH \$165.00 2479202

**TRADEMARK**

**REEL: 003102 FRAME: 0200**

Signature:

/Jonathan M. Holda/

Date:

06/10/2005

Total Attachments: 4

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ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, MTM TECHNOLOGIES, INC. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Trademark Security Agreement dated as of June 8, 2005 (the "Security Agreement") in favor of Textron Financial Corporation, a Delaware corporation (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has granted to the Assignee a lien on and security interest in and to all right, title and interest of the Assignor in, to and under the Trademarks, together with the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as described in the Security Agreement);


NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor does hereby grant to the Assignee a lien on and security interest in and to the Collateral to secure the prompt payment, performance and observance of such Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of June 8, 2005.

MTM TECHNOLOGIES, INC.

By:   
Name: ALAN SCHWARTZ  
Title: SVP, CFO & ASSIT SECRETARY

*Signature Page to Assignment for Security (Trademarks)*

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF WESTCHESTER )




On this 9<sup>th</sup> day of JUNE, 2005, before me personally came ALAN SCHWARTZ to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the SVP, CFO & ASST SECRETARY of MTM TECHNOLOGIES, INC., and that he executed the foregoing instrument in the firm name of MTM TECHNOLOGIES, INC., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

  
Notary Public

SHELBY DELUCIA  
NOTARY PUBLIC, STATE OF NEW YORK  
#01DE6101356-WESTCHESTER COUNTY  
COMMISSION EXPIRES NOVEMBER 10, 2007

**SCHEDULE 1A TO ASSIGNMENT FOR SECURITY**

(TRADEMARKS AND TRADEMARK APPLICATIONS)

Pivot Technologies	2,479,202	Word mark
Pivot Technologies and Design	2,444,052	
Pivot Technologies (Eye Logo)	2,756,707	
System Managing Systems	2,434,901	Word mark; should be "Systems Managing Systems "
DNA Net Sensor	2,721,382	 Note: filed registration for design only and did not file separate registration for word mark alone
Enterprise Services Partner	2,763,391	Word mark