

**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
FP Technology Holdings, Inc.		03/28/2006	New York Banking Corporation:

RECEIVING PARTY DATA	
Name:	The Bank Of New York, as agent
Street Address:	101 Barclays Street, 8W
City:	New York
State/Country:	NEW YORK
Postal Code:	10286
Entity Type:	New York Banking Corporation:

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	76174213	SALES PERFORMER
Serial Number:	76194733	SERVICE PERFORMER
Serial Number:	75546749	FIREPOND
Serial Number:	76194731	MAIL PERFORMER
Serial Number:	76194732	MARKETING PERFORMER
Registration Number:	2300749	
Registration Number:	2255254	
Serial Number:	75713081	E-COMMERCE WITH A BRAIN
Serial Number:	75627974	THE ONE SOFTWARE SYSTEM FOR ALL THE WAYS YOU SELL

CORRESPONDENCE DATA	
Fax Number:	(212)593-5955
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212-756-2388

**CH \$240.00 76174213**

Email: daniel.angel@srz.com  
Correspondent Name: Daniel Angel, Esq.  
Address Line 1: 919 Third Avenue  
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Daniel Angel, Esq.
Signature:	/kc for da/ 060446.0002
Date:	04/04/2006

Total Attachments: 4  
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ASSIGNMENT FOR SECURITY  
TRADEMARKS

WHEREAS, FP TECHNOLOGY HOLDINGS, INC. (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, 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, among other national registries (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated as of March 29, 2006 (as amended, restated or otherwise modified from time to time the "Security Agreement"), in favor of THE BANK OF NEW YORK, as collateral agent for certain purchasers (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee, and granted to the Assignee for the benefit of the Holders (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, 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 and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the "Obligations" (as defined in the Security Agreement);


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Holders a continuing security interest in the Collateral to secure the prompt payment and performance of the 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.

*Remainder of page intentionally left blank; signature page follows.*

IN WITNESS WHEREOF, the Assignor has caused this Assignment for Security to be duly executed by its officer thereunto duly authorized as of March 28, 2006.

FP TECHNOLOGY HOLDINGS, INC.

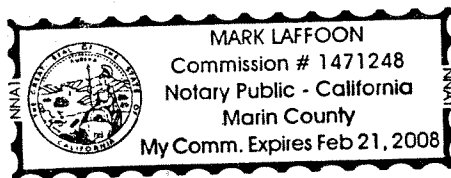
By:   
Name: Stephen Peary  
Title: Chief Financial Officer

STATE OF California

ss.:

COUNTY OF Marin

On this 28 day of March 2006, before me personally came Stephen Peary, 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 Chief Financial Officer of FP Technology Holdings, Inc. and that he executed the foregoing instrument in the firm name of FP Technology Holdings, 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.



MR Laffoon

Schedule 1A  
Trademark Registrations and Applications

Country	Trademark	Application/ Registration No	Status/Notes
United States	SALES PERFORMER	76/174,213	Abandoned.
European Community	SALESPERFORMER	002255123	Pending.
Japan	SALESPERFORMER	49817/2001	Pending.
United States	SERVICE PERFORMER	76/194,733	Abandoned.
United States	FIREPOND	75/546,749	Abandoned.
European Union (CTM)	FIREPOND	001046614	Registered
United States	MAIL PERFORMER	76/194,731	Abandoned.
United States	MARKETING PERFORMER	76/194,732	Abandoned.
United States	MISCELLANEOUS DESIGN	2,300,749	Registered.
United States	MISCELLANEOUS DESIGN	2,255,254	Registered.
United States	E-COMMERCE WITH A BRAIN	75/713,081	Abandoned.
United States	THE ONE SOFTWARE SYSTEM FOR ALL THE WAYS YOU SELL	75/627,974	Abandoned.
European Union (CTM)	THE ONE SOFTWARE SYSTEM FOR ALL THE WAYS YOU SELL	001046630	Pending.