

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
UCN, Inc.		05/23/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	ComVest Capital LLC
Street Address:	One North Clematis, Suite 300
City:	West Palm Beach
State/Country:	FLORIDA
Postal Code:	33401
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	3069166	IT'S IN THE NETWORK
Registration Number:	3069165	INTELLIGENCE BY THE MINUTE
Registration Number:	2925406	IN.
Registration Number:	2923469	IN.NETWORK
Registration Number:	1401586	
Registration Number:	1498954	TEL AMERICA
Registration Number:	1407074	EXPRESS TEL
Registration Number:	2264355	PRECISE
Registration Number:	2616117	OPTION I
Registration Number:	2059902	QUADRANET
Registration Number:	2071853	PROTO-NET
Registration Number:	2730111	NINEFOLD
Registration Number:	2617656	MERIDIAN INTERNATIONAL RATE PLAN
Registration Number:	2732960	PARAGON LONG DISTANCE RATE PLAN

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Serial Number:	76610964	INCONTACT
Serial Number:	76610950	INCONTROL
Serial Number:	76610965	INTOUCH

CORRESPONDENCE DATA

Fax Number: (212)801-6400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Correspondent Name: G. Roxanne Elings, Greenberg Traurig LLP
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Address Line 4: New York, NEW YORK 10166

ATTORNEY DOCKET NUMBER:	91533.010300
NAME OF SUBMITTER:	Allison Lucas
Signature:	/allisonllucas/
Date:	05/25/2006

Total Attachments: 2
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NOTICE OF TRADEMARK SECURITY AGREEMENT

WHEREAS, UCN, Inc., a Delaware corporation (the "Borrower"), is the owner of certain trademarks and service marks, including without limitation the registrations therefor in the United States Patent and Trademark Office as set forth on **Schedule A** annexed hereto and made a part hereof (collectively, the "Trademarks"); and

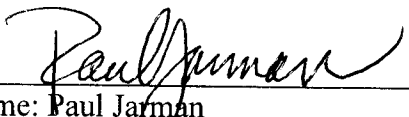
WHEREAS, the Borrower has entered into that certain Collateral Agreement dated as of May 23, 2006 (the "Collateral Agreement"), by and among the Borrower, its subsidiaries and ComVest Capital LLC, a Delaware limited liability company (the "Secured Party"); and

WHEREAS, pursuant to the Collateral Agreement, the Borrower has agreed to grant to the Secured Party a continuing security interest in, and a continuing lien on, all of the Borrower's right, title, and interest in and to the Trademarks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Borrower does hereby assign and grant to the Secured Party a continuing security interest in and a continuing lien on the Trademarks, as security for the payment and performance of the Obligations as defined in the Collateral Agreement.

IN WITNESS WHEREOF, the Borrower has caused this Notice of Security Agreement to be duly executed by its authorized officer or agent as of May 23, 2006.

UCN, Inc.

By: 
Name: Paul Jarman
Title: Chief Executive Officer

SCHEDULE A – Trademarks

Trademark	Owner	Registration No.	Date of Registration
IT'S IN THE NETWORK	UCN, Inc.	3,069,166	March 14, 2006
INTELLIGENCE BY THE MINUTE	UCN, Inc.	3,069,165	March 14, 2006
IN.	UCN, Inc.	2,925,406	February 8, 2005
IN.NETWORK	UCN, Inc.	2,923,469	February 1, 2005
TEL AMERICA DESIGN	UCN, Inc.	1,401,586	July 15, 1986
TEL AMERICA SERVICE MARK	UCN, Inc.	1,498,954	August 2, 1988
EXPRESS TEL SERVICE MARK	UCN, Inc.	1,407,074	August 26, 1986
PRECISE	UCN, Inc.	2,264,355	July 27, 1999
OPTION 1	UCN, Inc.	2,616,117	September 10, 2002
QUADRANET	UCN, Inc.	2,059,902	May 6, 1997
PROTO-NET	UCN, Inc.	2,071,853	June 17, 1997
NINEFOLD	UCN, Inc.	2,730,111	June 24, 2003
MERIDIAN INTERNATIONAL RATE PLAN	UCN, Inc.	2,617,656	September 10, 2002
PARAGON LONG DISTANCE RATE PLAN	UCN, Inc.	2,732,960	July 1, 2003

Trademark	Owner	Application No.	Date of Filing
INCONTACT	UCN, Inc.	76/610964	September 8, 2004
INCONTROL	UCN, Inc.	76/610950	September 9, 2004
INTOUCH	UCN, Inc.	76/610965	September 8, 2004

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