

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																												
NATURE OF CONVEYANCE:	Amendment Number One to Trademark Security Agreement																																												
CONVEYING PARTY DATA																																													
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TRADEMARK
REEL: 003558 FRAME: 0868

Registration Number:	1557786	ST-FIN
Registration Number:	2394887	ENERGY OFFICE 2000
Registration Number:	2669127	KWI
Registration Number:	2748630	KWI
Registration Number:	2585429	KW2000
Registration Number:	2757415	KW3000
Registration Number:	2846322	PROFIT AT RISK
Registration Number:	2854870	P@R
Serial Number:	78226060	COMPOSE

CORRESPONDENCE DATA

Fax Number: (213)996-3339

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

Phone: 2136836339

Email: claudiaimmerzeel@paulhastings.com

Correspondent Name: Paul Hastings Janofsky & Walker LLP

Address Line 1: 515 South Flower Street, 25th Floor

Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	45035.00235
NAME OF SUBMITTER:	Claudia R Immerzeel
Signature:	/Claudia R Immerzeel/
Date:	06/11/2007

Total Attachments: 8

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AMENDMENT NUMBER ONE TO TRADEMARK SECURITY AGREEMENT

This **AMENDMENT NUMBER ONE TO TRADEMARK SECURITY AGREEMENT**, dated as of June 8, 2007 (this "Amendment"), is delivered pursuant to Section 5 of that certain Trademark Security Agreement, dated as of January 9, 2007 (the "Trademark Security Agreement"), among the Grantors signatory thereto and the Grantors that executed that certain Security Agreement Supplement No. 1, dated as of June 8, 2007 (each referred to hereinafter each individually as a "Grantor" and collectively, jointly and severally, as "Grantors") and **WELLS FARGO FOOTHILL, INC.**, a California corporation, as arranger and administrative agent for the Lenders (in such capacity, together with its successors and permitted assigns, if any, in such capacity, "Agent"). Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Trademark Security Agreement, which by this reference is incorporated herein.

WHEREAS, the Grantors and Agent wish to amend the Trademark Security Agreement by adding Trademarks to the Trademark Collateral.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree to amend the Trademark Security Agreement as follows:

1. Grantors and Agent hereby agree that the Trademark Collateral listed on Schedule 1 attached hereto (the "New Trademark Collateral") shall supplement and become part of the Trademark Collateral referred to in the Trademark Security Agreement and Schedule I attached thereto (the "Existing Trademark Collateral") and shall secure all Obligations.

2. Each Grantor, as applicable, hereby: (a) reaffirms all prior grants of security interests in favor of Agent in all of Grantor's right, title, and interest in, to, and under the Existing Trademark Collateral; (b) grants, assigns, transfers, and conveys to Agent continuing security interests in all of Grantor's right, title, and interest in, to, and under the New Trademark Collateral; (c) represents and warrants, to the extent such representation and warranty does not relate to an earlier date, that the representations and warranties in the Trademark Security Agreement, as amended by the Amendment, are true and correct in all material respects on and as of the date hereof, as though made on such date; and (d) agrees that the Trademark Security Agreement as amended hereby is and shall remain in full force and effect.

3. This Amendment shall be governed by, and construed and enforced in accordance with, the federal laws of the United States and the laws of the State of New York.

4. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute but one and the same agreement.

5. This Amendment is a Loan Document.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned parties hereto have executed this Agreement by and through their duly authorized officers, as of the day and year first above written.

GRANTORS:

VENTYX INC.,
a Delaware corporation

By: 

Name: Bret Bolin
Title: Chief Financial Officer

MOBILE DATA SOLUTIONS INC.,
a Delaware corporation

By: 

Name: Bret Bolin
Title: Chief Financial Officer

INDUS APAC, INC.,
a Delaware corporation

By: 

Name: Bret Bolin
Title: Chief Financial Officer

VENTYX ASIA INC.,
a Delaware corporation

By: 

Name: Bret Bolin
Title: Chief Financial Officer

INDUS GROUP NORTH AMERICA, INC.,
a California corporation

By: 

Name: Bret Bolin
Title: Chief Financial Officer

[SIGNATURE PAGE TO AMENDMENT NUMBER ONE TO
TRADEMARK SECURITY AGREEMENT]

GED HOLDING, LLC,
a Delaware limited liability company

By: JMF

Name: James M. Ford

Title: Vice President

GED ACQUISITION SUB, LLC,
a Delaware limited liability company

By: JMF

Name: James M. Ford

Title: Vice President

GLOBAL ENERGY DECISIONS, L.L.C.,
a Delaware limited liability company

By: JMF

Name: James M. Ford

Title: Vice President

GLOBAL ENERGY DECISIONS, INC.,
a California corporation

By: _____

Name: Ron McMahan

Title: Chief Executive Officer

ENERGY VELOCITY, LLC,
a Delaware limited liability company

By: _____

Name: Ron McMahan

Title: Chief Executive Officer of Global Energy
Decisions, Inc., Its Sole Member

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a Delaware limited liability company

By: _____
Name: James M. Ford
Title: Vice President


GED ACQUISITION SUB, LLC,
a Delaware limited liability company

By: _____
Name: James M. Ford
Title: Vice President

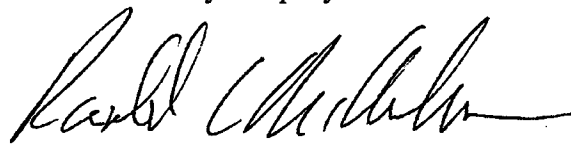
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a Delaware limited liability company

By: _____
Name: James M. Ford
Title: Vice President

GLOBAL ENERGY DECISIONS, INC.,
a California corporation

By: 
Name: Ron McMahan
Title: Chief Executive Officer

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a Delaware limited liability company

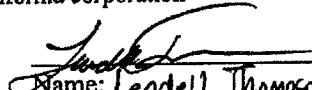
By: 
Name: Ron McMahan
Title: Chief Executive Officer of Global Energy
Decisions, Inc., Its Sole Member

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AGENT:

WELLS FARGO FOOTHILL, INC.,
a California corporation

By:


Name: Lendell Thompson
Title: Vice President

[SIGNATURE PAGE TO AMENDMENT NUMBER ONE TO
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TRADEMARK
REEL: 003558 FRAME: 0875

SCHEDULE I
to
AMENDMENT TO TRADEMARK SECURITY AGREEMENT

I. Registered Trademarks

A. Ventyx

Trademark	Country	Registration No.	Registration Date
ADVANTEK	Canada	TMA 564857	July 18, 2002
MDSI	Canada	TMA 539802	January 17, 2001
ADVANTEK	European Community	810242	May 1, 1998
MDSI	European Community	788885	April 3, 1998
ADVANTEK	France	97700508	April 3, 1998
MDSI	France	97700507	April 30, 1998
ADVANTEK	Germany	39749464	February 3, 1998
MDSI	Germany	39749463	February 26, 1998
MDSI & Design	Hong Kong	300552735	December 21, 2005
ADVANTEK MOBILE	Hong Kong	300552744	December 21, 2005
ADVANTEK	U.S.	2540694	February 19, 2002
MDSI	U.S.	2324758	February 29, 2000
WIRELESS@WORK	U.S.	2742914	July 29, 2003
ADVANTEK	United Kingdom	2148070	October 16, 1998
MDSI	United Kingdom	2148016	July 2, 1999

B. Global Energy Decisions

Trademark	Country	Registration No.	Registration Date
MIDAS GOLD	U.S.	1764138	April 13, 1993
ST-FIN	U.S.	1557786	September 26, 1989
ENERGY OFFICE 2000	U.S.	2394887	October 17, 2000

Trademark	Country	Registration No.	Registration Date
K2	U.K.	2347489	November 4, 2003
KWI	U.S.	2669127	December 31, 2002
KWI LOGO	U.S.	2748630	August 8, 2003
KW2000	U.S.	2585429	June 25, 2002
KW3000	U.S.	2757415	August 26, 2003
PROFIT AT RISK	U.S.	2846322	May 25, 2004
P@R	U.S.	2854870	June 15, 2004
PROFIT AT RISK	Community Trademark	2212249	July 15, 2002

II. Trademark Applications

A. Ventyx

Trademark	Country	Serial Number	Filing Date	Record Owner
COMPOSE	U.S.	78/226,060	March 15, 2003	Ventyx Software, Inc.
MDSI & Design	China	5093460	December 30, 2005	MDSI Software SRL
ADVANTECH & Chinese Characters	China	5094462	December 30, 2005	MDSI Software SRL

B. Global Energy Decisions

None.