

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Groupware International, Inc.		08/31/2007	CORPORATION:
RECEIVING PARTY DATA			
Name:	ComVest Capital, LLC		
Street Address:	One North Clematis Street, Suite 300		
City:	West Palm Beach		
State/Country:	FLORIDA		
Postal Code:	33401		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78968782	GROUPWARE INTERNATIONAL	
Serial Number:	78968824	THE LAST TWO FEET	
Serial Number:	78968873	GI	
Serial Number:	78968736	GIBROADBAND.COM	
CORRESPONDENCE DATA			
Fax Number:	(212)801-6400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	sinanians@gtlaw.com		
Correspondent Name:	Shahe Sinanian		
Address Line 1:	200 Park Avenue		
Address Line 4:	New York, NEW YORK 10166		
NAME OF SUBMITTER:	Shahe Sinanian, Esq.		
Signature:	s/Shahe Sinanian/		
Date:	09/05/2007		

CH \$115.00 78968782

Total Attachments: 2

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NOTICE OF TRADEMARK SECURITY AGREEMENT

WHEREAS, GROUPWARE INTERNATIONAL, INC., a Florida corporation (the "Grantor"), is the owner of certain trademarks, including without limitation the registrations therefor and applications 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 Grantor has entered into that certain Collateral Agreement of even date herewith (the "Collateral Agreement"), by and between the Grantor and ComVest Capital, LLC, a Delaware limited liability company (the "Secured Party"); and

WHEREAS, pursuant to the Collateral Agreement, the Grantor has agreed to grant to the Secured Party a continuing security interest in, and a continuing lien on, all of the Grantor's right, title, and interest in and to the Trademarks (and any trademark(s) which may be issued upon the applications set forth on **Schedule A**);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor 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 Grantor has caused this Notice of Security Agreement to be duly executed by its authorized officer or agent as of August **31**, 2007.

GROUPWARE INTERNATIONAL, INC.

By: 

Name: Ronald S. Dean, Jr.

Title: President

SCHEDULE A

GROUPWARE INTERNATIONAL, INC. - U.S. TRADEMARKS

<u>Registration No.</u>	<u>Grant Date</u>	<u>Mark</u>
3268291	July 24, 2007	GI Broadband.com
3268292	July 24, 2007	The Last Two Feet
3268293	July 24, 2007	GI Logo

GROUPWARE INTERNATIONAL, INC. - U.S. TRADEMARK APPLICATIONS

<u>Registration No.</u>	<u>Filing Date</u>	<u>Mark</u>
78968782	September 7, 2006	Groupware International