

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
Firepond, Inc.		12/16/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Radcliffe SPC, Ltd.
Street Address:	3 Bala Plaza-East - Suite 501
Internal Address:	c/o RG Capital Management, LP
City:	Bala Cynwyd
State/Country:	PENNSYLVANIA
Postal Code:	19004
Entity Type:	Segregated portfolio company: CAYMAN ISLANDS

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	76174213	SALES PERFORMER
Serial Number:	76194733	SERVICE PERFORMER
Serial Number:	75546749	FIREPOND
Registration Number:	3400327	CONFIGURE-PRICE-QUOTE
Registration Number:	2968557	FIREPOND
Registration Number:	3439414	FIREPOND CPQ
Registration Number:	2255254	

CORRESPONDENCE DATA

Fax Number: (202)533-9099
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-467-8856
 Email: behogue@vorys.com, iplaw@vorys.com, rsdonnell@vorys.com
 Correspondent Name: Richard S. Donnell
 Address Line 1: 1828 L Street, NW

CH \$190.00 76174213

Address Line 2: 11th Floor
Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER:	60416-2/00769/RADCLIFF
NAME OF SUBMITTER:	Richard S. Donnell
Signature:	/richard s donnell/
Date:	12/16/2008

Total Attachments: 4
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EXHIBIT AFIREPOND, INC.GRANT OF SECURITY INTEREST
IN TRADEMARKS

WHEREAS, Firepond, Inc. (the "Grantor") 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 (the "Trademarks").

WHEREAS, the Grantor has entered into an Amended and Restated Security Agreement, dated as of April 24, 2008 (as amended, restated or otherwise modified from time to time the "Security Agreement"), in favor of Radcliffe SPC, Ltd. for and on behalf of the Class A Segregated Portfolio, a Cayman Islands segregated portfolio company, as collateral agent (the "Grantee");

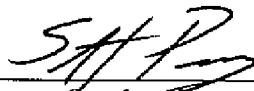
WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Holders (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks (together with, among other things, the goodwill 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 Grantor hereby grants to the Grantee for the benefit of the Holders a continuing security interest in the Collateral to secure the payment and performance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee 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.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest in Trademarks to be duly executed by its officer thereunto duly authorized as of December 16, 2008.

FIREPOND, INC.

By:  _____

Name: Stephen Peary

Title: Vice President, General Counsel

STATE OF AZ

COUNTY OF Maricopa ss.:

On this 16 day of December, 2008, 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 s/he is the Vice President of Firepond, Inc, a Corporation, and that s/he executed the foregoing instrument in the company name of Firepond, Inc, and that s/he had authority to sign the same, and s/he acknowledged to me that s/he executed the same as the act and deed of said company for the uses and purposes therein mentioned.

Carley C. Frost



SCHEDULE 1A TO GRANT OF SECURITY INTEREST IN TRADEMARKS

Trademarks Registrations and Trademark Applications

Country	Trademark	Application/ Registration No	Status/Notes
United States	SALES PERFORMER	76/174,213	Abandoned.
European Community	SALESPERFORMER	002255123	Abandoned.
Japan	SALESPERFORMER	49817/2001	Cancelled.
United States	SERVICE PERFORMER	76/194,733	Abandoned.
United States	FIREPOND	75/546,749	Abandoned.
European Community	FIREPOND	001046614	Registered.
United States	CONFIGURE-PRICE-QUOTE	3,400,327	Registered.
United States	FIREPOND	2,968,557	Registered.
United States	FIREPOND CPQ	3,439,414	Registered.
United States	Miscellaneous Design	2,255,254	Registered.
Korea	FIREPOND	4500009330000	Registered.
Japan	FIREPOND	4384055	Registered.