

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | security interest, lien and charge | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| PrimeRevenue, Inc. | | 04/28/2009 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | MMV Finance Inc. | | |
| Street Address: | 370 King Street West | | |
| Internal Address: | Suite 604 | | |
| City: | Toronto, Ontario | | |
| State/Country: | CANADA | | |
| Postal Code: | M5V 1J9 | | |
| Entity Type: | CORPORATION: CANADA | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 78419214 | PR PRIMEREVENUE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)571-9424 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (212) 571-0068 | | |
| Email: | tms@usulaw.com | | |
| Correspondent Name: | Ullman, Shapiro & Ullman, LLP | | |
| Address Line 1: | 299 Broadway, Suite 1700 | | |
| Address Line 4: | New York, NEW YORK 10007 | | |
| ATTORNEY DOCKET NUMBER: | A&B/PRIMEREVENUE ASSIGN | | |
| DOMESTIC REPRESENTATIVE | | | |
| Name: | | | |
| Address Line 1: | | | |

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Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Sarah B. Kickham

Signature:

/sbkickham/

Date:

05/04/2009

Total Attachments: 3

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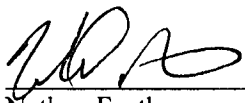
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CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a general security agreement (hereinafter referred to as the "GSA") dated April 28, 2009, between PrimeRevenue, Inc., a corporation organized under the laws of the State of Delaware (hereinafter referred to as "Prime"), whose full post office address is 1349 West Peachtree Street, Suite 900, Atlanta, GA 30309 and MMV Finance Inc. (hereinafter referred to as "MMV"), a specialty finance corporation incorporated under the laws of Canada, whose full post office address is 370 King Street West, Suite 604, Toronto, Ontario, M5V 1J9, and for good and valuable consideration, the receipt and sufficiency of which are hereby confirmed and acknowledged, Prime confirms that it has granted to MMV a security interest, lien and charge in all of Prime's right, title and interest in and to the intellectual property listed on the Schedule attached hereto, including, without limitation, the copyrights, trademarks, patents and trademark and patent applications and registrations listed therein, and in and to any and all continuations, continuations-in-part, updates, developments, divisions, reissues and re-examinations which issue therefrom, the same to be held and enjoyed by MMV, strictly subject to the terms of the GSA.

EXECUTED at Atlanta, Georgia this 28th day of April, 2009.

PRIMEREVENUE, INC.

By: 
Name: Nathan Feather
Title: Vice President of Finance
I have authority to bind the Corporation

SCHEDULE OF INTELLECTUAL PROPERTY

Patents

| Title and Description | Date of Application | Date of Issuance | Pending Serial No. | Issued Patent No. |
|--|----------------------------|-------------------------|---------------------------|---|
| Supply Chain Financing Systems and Methods - Non-Provisional | 11/22/2006 | | 11/561,837 | Waiting for US Patent Office response |
| ABL: Systems & Methods for ABL Valuation and Pricing - Non-Provisional | 2/21/2007 | | 11/677,488 | Waiting for US Patent Office response |
| eRevenue: Factoring System and Method | 9/5/2001 | | 09/947,062 | Filed |
| AP-Improved Supply Chain Financing and Credit Memo Systems and Methods - Non-Provisional | 5/31/2007 | | 11/756,484 | Outstanding Patent Office Action; response due March 11, 2009 |
| ABL: Improved ABL Systems and Methods - Non-provisional | 5/25/2007 | | 11/754,215 | Waiting for 1st Patent Office Action |

Trademarks

| Title and Description | Date of Application | Date of Registration | Pending Serial No. | Registered Trademark No. |
|-----------------------|---------------------|----------------------|--------------------|--------------------------|
| PR PrimeRevenue -- US | 10/04 | 12/13/2004 | 78419214 | |

Copyrights

None.