

06-05-2003

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To the Honorable Commissioner of Pat

attached original documents or copy thereof.

1. Name of conveying party(ies):

CommercialWare, Inc.

- Individual(s)
- General Partnership
- Corporation – Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 23, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/284861

2. Name and address of receiving party(ies):

Name: ASA International Ltd.

Internal Address:

Street Address: 10 Speen Street

City: Framingham State: Massachusetts Zip: 01701

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

B. Trademark registration No.(s)

2,153,597; 1,470,484; 2,457,125; 2,502,559; 2,520,154

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Alexander J. Aber, Esq.

Internal Address: Foley Hoag LLP

Street Address: 155 Seaport Boulevard

City: Boston State: MA ZIP: 02210

6. Total number of applications and registrations involved: 1 application and 5 registrations

7. Total fee (37 CFR 3.41): \$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1446

(Attach duplicate copy of this page if paying by deposit account)

FEDERAL TRADEMARK SECTION

MAY 28 2003

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Alexander J. Aber  
Name of Person Signing

Signature

May 28, 2003  
Date

Total number of pages comprising cover sheet: ..... 1

06/04/2003 TDI021 00000028 061446 76284861

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**NOTICE OF GRANT OF SECURITY INTEREST**

Pursuant to the Second Amended and Restated Security Agreement dated as of May 23, 2003 (the "Security Agreement") by and among CommercialWare, Inc., a Delaware corporation (the "Grantor") and CommercialWare Partners, a New York general partnership, ASA International Ltd., a Delaware corporation, Capital Resource Partners IV, L.P., a Delaware limited partnership, and CRP Investment Partners IV, LLC, a Delaware limited liability company, the undersigned Grantor has granted a continuing security interest in, and continuing lien upon, the trademarks and trademark applications set forth on Schedule A hereto and made a part hereof, for the benefit of ASA International Ltd. and certain other parties.

Very truly yours,

**COMMERCIALWARE, INC.**

BY: Laura Martin

ITS: VP Finance, Treasurer

BEFORE USING THIS ORDER FORM  
read the important information on the  
reverse side

**DEPOSIT ACCOUNT ORDER FORM**

**MAIL TO:** Commissioner of Patents and Trademarks  
Washington, D.C. 20231 **Date**  
May 28, 2003

**Account No.** 06-1446 **Order No.** 22055-26

**Name and Address of Depositor:**  
Amy M. Kwan, Senior Legal Assistant  
Foley Hoag LLP  
155 Seaport Boulevard  
Boston, MA 02210

**FOR OFFICE USE ONLY**

ITEM OF SERVICE	VALUE FURNISHED Action On use

**DESCRIPTION OF ARTICLES OR SERVICES TO BE FURNISHED**

CommercialWare, Inc. - ASA International Ltd.

Security Agreement

Mark: COLLABORATE.DOT.COMMERCE et alia

Application No.: 76/284861 et alia

Amount Due = \$165.00

The Commissioner is hereby authorized to charge any deficit or credit  
over payment to Account No. 06-1446.

If additional space is needed, attach separate sheet.

  
\_\_\_\_\_  
Amy M. Kwan

THIS FORM MAY BE REPRODUCED WITHOUT PERMISSION OF THE PATENT AND TRADEMARK OFFICE

FOR PROMPT, ACCURATE SHIPMENT PLEASE COMPLETE THE FOLLOWING MAILING LABEL -- PLEASE PRINT OR TYPEWRITE

U. S. DEPARTMENT OF COMMERCE  
PATENT AND TRADEMARK OFFICE  
WASHINGTON, D.C. 20231

OFFICIAL BUSINESS

RETURN AFTER FIVE DAYS

YOUR ORDER NO.

22055-26

Name Amy M. Kwan, Foley Hoag LLP

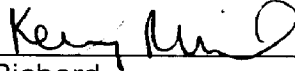
Street Address 155 Seaport Boulevard

City, State, Zip code Boston, MA 02210

**TRADEMARK**  
**REEL: 002746 FRAME: 0772**

**Certificate of Mailing**

I hereby certify that the foregoing documents are being deposited with the United States Postal Service as First Class Mail, postage prepaid, "Post Office to Addressee," in an envelope addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231, on the date indicated below.



\_\_\_\_\_  
Kerry Richard  
May 28, 2003

Schedule A

All of the Grantor's right, title and interest in, under and to the following (collectively, the "Collateral"):

All intellectual property of the Grantor's, whether now owned or hereafter acquired, or in which the Grantor may now have or hereafter acquired an interest, wherever located, including all trademarks, trademark rights, service marks, service mark rights (but excluding any United States Trademark application based upon an intent to use a mark unless and until such application is amended to state an actual use of the mark), copyrights, trade names, trade name rights, fictitious business names, the rights to the name "CommercialWare" and all variants thereof, works of authorship, inventions, industrial models, industrial designs, utility models and certificates of invention, designs, emblems and logos, trade secrets, know-how, manufacturing formulae, technical information, mask work registrations, inventions, franchises, franchise rights, customer and supplier lists together with the goodwill associated therewith and other proprietary rights used primarily in connection with the business of the Grantor, and any and all substitutions therefor and replacements thereof, and any and all additions and associations thereto. Not by way of limitation, the following trademark registrations and applications shall be included as part of the collateral:

<b>TRADEMARK</b>	<b>REGISTRATION / APPLICATION NUMBER</b>
MOZART	Registration No. 2153597
COMMERCIALWARE	Registration No. 1470484
DOT.COMMENTS	Registration No. 2457125
COMMERCIALWARE DRIVES THIS E-BUSINESS	Registration No. 2502559
INSTANTON	Registration No. 2520154
COLLABORATE.DOT.COMMERCE	Application No. 76/284861

Also included are the proceeds and products of the above-referenced Collateral.