

**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
CommercialWare, Inc.		04/14/2005	COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Capital Resource Partners IV, L.P.
Street Address:	85 Merrimac Street
Internal Address:	Suite 200
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02114
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Serial Number:	78312124	CWANALYTICS
Serial Number:	78300404	CWLOCATE
Registration Number:	1470484	COMMERCIALWARE
Registration Number:	2457125	DOT.COMMENTS
Registration Number:	2503559	COMMERCIALWARE DRIVES THIS E-BUSINESS
Registration Number:	2520154	INSTANTON
Registration Number:	2620795	COLLABORATE.DOT.COMMERCE
Registration Number:	2629480	RETAIL.DOT.COMMERCE
Registration Number:	2880378	CWDIRECT
Registration Number:	2880379	CWCOLLABORATE
Registration Number:	2891939	CWDATA
Registration Number:	2885191	CWINTEGRATE
Registration Number:	2885192	CWSTORE

OP \$340.00 78312124

CORRESPONDENCE DATA

Fax Number: (617)248-4000

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

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Correspondent Name: Heather E. Balmat

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Address Line 4: Boston, MASSACHUSETTS 02109-2804

NAME OF SUBMITTER:	Heather E. Balmat
Signature:	/Heather E. Balmat/
Date:	05/02/2005
Total Attachments: 2 source=Notice of Grant of Security Interest#page1.tif source=Notice of Grant of Security Interest#page2.tif	

**NOTICE OF GRANT OF SECURITY INTEREST**

Pursuant to that certain Security Agreement dated as of April [14], 2005 (the "Security Agreement") by and among CommercialWare, Inc., a Delaware corporation ("Grantor"), Transaction Smartware, Inc., a New York corporation and wholly-owned subsidiary of Grantor ("TSI"), CommercialWare Canada, Inc., a New Brunswick corporation and a wholly-owned subsidiary of Grantor ("CWCanada") and Capital Resource Partners IV, L.P., a Delaware limited partnership ("Grantee"), the undersigned Grantor has granted a continuing security interest in, and continuing lien upon, the registered trademarks set forth on Schedule A hereto and made a part hereof, for the benefit of the Grantee.

Very truly yours,

**COMMERCIALWARE, INC.**

BY: Jana Martin, Treasurer  
ITS: Treasurer

Schedule A

**Collateral Granted.** The Grantor hereby grants to the Grantee, to secure the payment and performance in full of all of the Grantor's payment obligations under that certain Promissory Note by and between the Grantor and the Grantee dated as of April [14], 2005, a security interest in the following properties, assets and rights of the Grantor, wherever located, whether now owned or hereafter acquired or arising (all of the same being hereinafter called the "Collateral"):

All intellectual property of Grantor's, whether now owned or hereafter acquired, or in which 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 Grantor, and any and all substitutions therefor and replacements thereof, and any and all additions and accessions thereto. Not by way of limitation, the following trademark registrations and applications shall be included as part of the collateral:

Trademark Registrations

COMMERCIALWARE	Registration No. 1470484
DOT.COMMENTS	Registration No. 2457125
COMMERCIALWARE DRIVES THIS E-BUSINESS	Registration No. 2503559
INSTANTON	Registration No. 2520154
ANALYTICS.DOT.COMMERCE	Registration No. 2629479
COLLABORATE.DOT.COMMERCE	Registration No. 2620795
RETAIL.DOT.COMMERCE	Registration No. 2629480
CWDIRECT	Registration No. 2880378
CWCOLLABORATE	Registration No. 2880379
CWDATA	Registration No. 2891939
CWINTEGRATE	Registration No. 2885191
CWSTORE	Registration No. 2885192

Trademark Applications Pending

CWANALYTICS	Serial No. 78/312124
CWLOCATE	Serial No. 78/300404