

FORM PTO-1618A

Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Actrade Capital, Inc.

Execution Date
Month Day Year

9/11/03

Formerly

AmWorld Commerce, Inc.

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

The CIT Group/Commercial Services, Inc.

DBA/AKA/TA

Composed of

Address (line 1)

1 CIT Drive

Address (line 2)

Address (line 3)

Livingston

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the office of Information and Regulatory Affairs, Office Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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U.S. Department of Commerce
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(212) 297-5800

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages **Enter the total number of pages of the attached conveyance document including any attachments.** #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="74/664,161"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/347,705"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Deposit Account Enclosed Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

David H. McDonald, Esq.
Name of Person Signing


Signature

11/18/03
Date Signed

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT dated as of September 11, 2003, made by Actrade Capital, Inc. (f/k/a AmWorld Commerce, Inc.), a Delaware corporation ("Assignor"), in favor of The CIT Group/Commercial Services, Inc., a New York corporation ("Assignee").

WHEREAS Assignor is the owner of the trademark registrations and applications listed on Schedule 1 attached hereto for the goods and/or services identified therein (the "Marks").

WHEREAS Assignee desires to acquire the Marks and any and all goodwill associated with the Marks;

WHEREAS, pursuant to the Asset Purchase Agreement, dated as of September 11, 2003, between Assignor and Assignee, Assignor agreed to assign all right, title and interest in and to the Marks and any and all goodwill associated with the Marks to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, assigns, and otherwise conveys to Assignee, all of Assignor's right, title, and interest in and to the following:

1. each of the Marks;
2. the goodwill of the business symbolized by and associated with the Marks;
3. that portion of Assignor's business in connection with which it has a bona fide intent to use those Marks that were filed on an intent-to-use basis and for which an Amendment to Allege Use or a Statement of Use has not yet been filed and accepted by the relevant Trademark Office or other governing authority; and
4. all rights to proceeds of the foregoing, including, without limitation, any claim by Assignor against third parties for past, present, or future infringement of the Marks.

has caused this Trademark Assignment to be duly executed and hereof.

ACTRADE CAPITAL, INC.

By: 

Name: Richard McCormick
Title: Vice President

THE CIT GROUP/COMMERCIAL SERVICES,
INC.

By: 

Name: Lisa Ciampi
Title: Vice President

SCHEDULE 1

TRADEMARKS AND SERVICE MARKS

Mark	Application No.	Filing Date	Goods and Services	Registration No.	Registration Date
TAD	74/664,161	April 20, 1995	Financial services, namely, financing and processing business account receivables	1,973,735	May 14, 1996
ACTRADE And Miscellaneous Design	75/347,705	August 27, 1997	Financial services, namely, financing and processing business account receivables	2,214,223	December 29, 1998



STATE OF)
)
COUNTY OF)

ss:

DAVID HARRIS
Notary Public, State of New York
No. 01HA6018826
Qualified in Nassau County
Commission Expires Jan. 19, 2007

On this 11 day of September, 2003, before me personally came and McLeannick, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that [~~he~~ she] is the Vice President of Actrade Capital, Inc.; [~~he~~ she] signed the instrument in the name of Actrade Capital, Inc.; and [~~he~~ she] had the authority to sign the instrument on behalf of Actrade Capital, Inc.

David Harris
Notary Public

STATE OF)
)
COUNTY OF)

SS:

DAVID HARRIS
Notary Public, State of New York
No. 01HA6018826
Qualified in Nassau County
Commission Expires Jan. 19, 2007

On this 11 day of September, 2003, before me personally came Lisa Ciampi, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that [he, ~~she~~] is the Vice President of The CIT Group/Commercial Services, Inc.; [he, ~~she~~] signed the instrument in the name of The CIT Group/Commercial Services, Inc.; and [he, ~~she~~] had the authority to sign the instrument on behalf of The CIT Group/Commercial Services, Inc.

David Harris
Notary Public