

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Comerica Bank

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State CA, Other

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Release of Security Lien

Execution Date: 10/06/2003

2. Name and address of receiving party(ies)

Name: MarketMax, Inc.

Internal Address:

Street Address: 14 Audubon Road

City: Wakefield State: MA Zip: 01880

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State MA, 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

see attachment

Additional number(s) attached Yes No

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

Name: Susan M. Mulholland

Internal Address: Gesmer Updegrave LLP

Street Address: 40 Broad Street, Suite 300

City: Boston State: MA Zip: 02109

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41): \$ 115.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

122315

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

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.

Susan M. Mulholland Name of Person Signing

Signature

Nov 5, 2004 Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

CH \$115.00 122315 2518495



Attorneys at Law

November 5, 2004

VIA FACSIMILE - (703) 306-5995

Mail Stop Assignment Recordation Services
 Director of the United States Patent and Trademark Office
 P. O. Box 1450
 Alexandria VA 22313-1450

RE: Registrant: MarketMax, Inc.
 Reg. Nos.: 2,518,495, 2,292,007, 2,486,200, and 1,356,344
Release of Security Interest

Dear Sir or Madam:


Enclosed for recording are:

1. Trademark Recordation Cover Sheet reflecting the release of the security interests held by Comerica Bank, recorded at Reel/Frame No. 2578/0632, in the above-referenced trademark registrations owned by MarketMax, Inc.; and
2. A copy of the Pay-Off and Termination letter.

The required filing fee of \$115.00 as prescribed by 37 C.F.R. §2.6(b)(6), and any deficiency thereto, may be charged to Deposit Account 122315 of Gesmer Updegrove LLP.

Please return the recorded certificate to the undersigned.

Respectfully submitted,



 Susan M. Mulholland

SMM/wp
 Enclosures
 398496.1.

**MARKETMAX, INC.
US REGISTERED MARKS WITH SECURITY LIENS ATTACHED**

1. MARKETMAX SPACE PRODUCTIVITY MANAGER

Registration Number: 2518495

Goods/Services:

Computer software, namely, software for database management used by retailers for the development of product placement and analysis plans for stores, catalogs and web sites, and related instruction manuals all sold as a unit

Assignment Information:

Assignee:

FLEET NATIONAL BANK
100 FEDERAL STREET
BOSTON, MASSACHUSETTS 02110

Assignor:

MARKETMAX, INC.
MASSACHUSETTS CORPORATION

Correspondent:

EDWARDS & ANGELL, LLP
JONATHAN R. HARRIS, ESQ.
101 FEDERAL STREET
BOSTON, MA 02110

Brief: SECURITY AGREEMENT

Signed: June 28, 2001

Recorded: July 13, 2001

Reel/Frame: 2332/0020

Assignee:

COMERICA BANK - CALIFORNIA
CALIFORNIA CORPORATION
333 WEST SANTA CLARA STREET
SAN JOSE, CALIFORNIA 95113

Assignor:

MARKETMAX, INC.
MASSACHUSETTS CORPORATION

Correspondent:

GOULSTON & STORRS, P.C.
LISA PERUSSE BILLONE
400 ATLANTIC AVE.
BOSTON, MA 02110

Brief: SECURITY INTEREST

Signed: August 22, 2002

Recorded: September 4, 2002

Reel/Frame: 2578/0632

2. MARKETMAX

Registration Number: 2292007

Goods/Services:

Computer software, namely, integrated inventory and resource planning software for product retailers, suppliers, wholesalers and service providers which incorporates use of an on-line analytical processing database to perform category analysis, financial planning, assortment planning, clustering, micro-marketing and store floor, space and resource planning

Assignment Information:

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Assignor:

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Brief: SECURITY INTEREST

Signed: August 22, 2002

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Reel/Frame: 2578/0632

3. **MARKET4RETAIL**

Registration Number: 2486200

Goods/Services:

Computer software for database management that provides retailers and suppliers collaborative planning capabilities that may be downloaded from a global computer network

Assignment Information:

Assignee:

FLEET NATIONAL BANK
100 FEDERAL STREET
BOSTON, MASSACHUSETTS 02110

Assignor:

MARKETMAX, INC.
MASSACHUSETTS CORPORATION

Correspondent:

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4. **SPACEMAX & DESIGN**
Registration Number: 1356344
Goods/Services:
Computer programs

Assignment Information:

Assignee:
FLEET NATIONAL BANK
100 FEDERAL STREET
BOSTON, MASSACHUSETTS 02110

Assignor:
MARKETMAX, INC.
MASSACHUSETTS CORPORATION

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BOSTON, MA 02110

Brief: SECURITY INTEREST

Signed: August 22, 2002

Recorded: September 4, 2002

Reel/Frame: 2578/0632



Technology and Life Sciences Northeast
 100 Federal Street 28th Floor Boston, MA 02110

October 6, 2003

Marketmax, Inc.
 14 Audubon Road, Suite 2
 Wakefield, MA 01880-1203
 Attn: Mike Meyer, CFO

Re: **Marketmax, Inc. Pay-off and Termination Arrangements**
Loan Account No. 4980338426

Dear Mike:

We refer to the Loan and Security Agreement, dated as of August 22, 2002 (as amended, the "Loan Agreement"), by and between (a) Marketmax, Inc. (the "Borrower") and (b) Comerica Bank, successor in interest to Comerica Bank-California (the "Bank"). All capitalized terms used herein without definition shall have the respective meanings assigned to such terms in the Loan Agreement.

The Borrower has advised the Bank that it intends to terminate the Loan Agreement, permanently terminate the Bank's Commitment in full, and repay all amounts owing by the Borrower to the Bank under the Loan Agreement, each of the foregoing to be effective and to be completed on and as of October 7, 2003. In accordance with the Borrower's request, the Commitment of the Bank has terminated in full, effective October 7, 2003. The Bank has agreed to accept the following amount for payment in full and in complete satisfaction of the Borrower's Obligations, as of October 7, 2003 (the "Pay-off Date") under the Loan Agreement:

Principal:	\$ 3,089,645.43
Interest:	3,025.13
Collateral Audit Fees:	3,785.66
Legal Fees:	<u>2,467.00</u>
Total Pay-Off Amount:	<u>\$ 3,098,923.22</u>
Per Diem:	<u>\$ 433.29</u>
(subject to change with paydown or advances under revolver)	

Marketmax, Inc.
Pay-off and Termination Arrangements
October 6, 2003

Accordingly, the Borrower shall pay on the Payoff-Date by wire transfer or by authorizing the Bank to deduct from its deposit account the following balance due to the Bank as of October 7, 2003: \$3,098,923.22 (the "Total Pay-Off Amount"). Wire Transfer Instructions are as follows:

Comerica Bank
333 W. Santa Clara Street
San Jose, CA 95113
ABA/Routing No. 121 137 522
Credit Account Name: Commercial Loans Wire G/L
Credit Account Number: 21585-90010
Reference: Marketmax, Inc. payoff loan # 4980338426

Upon receipt of the Total Pay-Off Amount, all Indebtedness and Obligations of the Borrower to the Bank under or in respect of the Loan Agreement and the other Loan Documents shall be deemed to be and shall be paid and discharged in full, and all of the Loan Documents, and all of the Liens and security interest granted by the Borrower to the Bank thereunder, shall be deemed released and terminated. Bank hereby authorizes Borrower to file UCC terminations and other releases of the collateral interest as may be reasonably necessary to release any security or pledged interests held by the Bank in and to any of the Borrower's assets which have been granted as collateral for the Obligations, including, without limitation, releases of control on any deposit or securities accounts of the Borrower.

Please acknowledge your acceptance and agreement, for and on behalf of the Borrower, by signing below and returning to me today via facsimile at (617) 757-6310.

Very truly yours,

The Bank:
COMERICA BANK

By: Kelly S. Goodwin
Kelly S. Goodwin
Vice President-Technology & Life Sciences

Accepted and agreed to on October 6, 2003:

The Borrower:
MARKETMAX, INC.

By: [Signature]