

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BANK OF MONTREAL, AS ADMINISTRATIVE AGENT		12/22/2010	CHARTERED BANK: CANADA
RECEIVING PARTY DATA			
Name:	MANAGESOFT CORPORATION		
Street Address:	1000 E Woodfield Road, Suite 400		
City:	Schaumburg		
State/Country:	ILLINOIS		
Postal Code:	60173		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3614077	ENTERPRISE COMPLIANCE MANAGER	
Serial Number:	77386795	ENTERPRISE DEPLOYMENT MANAGER	
CORRESPONDENCE DATA			
Fax Number:	(212)446-4900		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	susan.zablocki@kirkland.com		
Correspondent Name:	Susan Zablocki		
Address Line 1:	Kirkland & Ellis LLP		
Address Line 2:	601 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	22891-17		
NAME OF SUBMITTER:	Susan Zablocki		
Signature:	/susan zablocki/		

CH \$65.00 3614077

Date:

01/20/2011

Total Attachments: 2

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RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL

WHEREAS, pursuant to that certain Trademark Collateral Agreement, dated April 30, 2010 (the "*Trademark Collateral Agreement*"), recorded in the United States Patent and Trademark Office on May 3, 2010 at Reel 004197, Frame 0436, **ManageSoft Corporation** ("*Releasee*"), a Delaware corporation, granted to **Bank of Montreal** ("*Releasor*"), a Canadian chartered bank, as administrative agent for the Secured Creditors (as defined in that certain Security Agreement, dated April 1, 2008, by and among Releasee, the other debtors party thereto and Releasor, as amended, modified, supplemented or restated from time to time (the "*Security Agreement*")), a continuing security interest in (i) each trademark, trademark registration and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and (ii) all proceeds of the foregoing, including without limitation, any claim by Releasee against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration, in each case together with the right to sue for and collect said damages (collectively, the "*Collateral*"); and

WHEREAS, Releasee has requested and Releasor has agreed to provide a document suitable for recording in the United States Patent and Trademark Office for purposes of recording the release, relinquishment and discharge of its lien on and security interest in the Collateral.

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, the adequacy, receipt and sufficiency of which are hereby acknowledged, Releasor hereby relinquishes, releases and discharges its lien(s) on and security interest(s) in or to, and any and all other rights in the Collateral, and any other trademark, trademark registration and trademark application, that Releasor has, had or could have had pursuant to the Trademark Collateral Agreement or the Security Agreement, and hereby terminates the Trademark Collateral Agreement and the Security Agreement. Releasor hereby further authorizes Releasee to take any and all actions, including filing and recording this document with any and all appropriate governmental authorities, to effect and further document the release made hereby.

IN WITNESS WHEREOF, the Releasor has caused this Release of Security Interest in Trademark Collateral to be duly executed as of December 22, 2010.

BANK OF MONTREAL, as Agent

By: Gregory F. Tomczyk
Name: Gregory F. Tomczyk
Title: Vice President

SCHEDULE A

TRADEMARK REGISTRATIONS AND APPLICATIONS

TRADEMARK	COUNTRY	FILING DATE	APPLICATION NUMBER	REGISTRATION NUMBER	REGISTRATION DATE
ENTERPRISE COMPLIANCE MANAGER	US	February 1, 2008	77386804	3614077	April 28, 2009
ENTERPRISE DEPLOYMENT MANAGER	US	February 1, 2008	77386795*	N/A	N/A

*Application Abandoned on December 15, 2008.