

11-4-98
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100871387

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

MRD 11-4-98

1. Name of conveying party(ies):
Automated Concepts, Inc.
1500 Broadway
New York, New York 10036

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State- New York
 Other _____

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

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

Name: Century Business Credit Corporation
Internal Address: _____
Street Address: 119 West 40th Street
City: New York State: NY ZIP: 10018

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 29, 1998

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

A. Trademark Application No.(s)
See Schedule A to Trademark Assignment of Security

B. Trademark registration No.(s)
See Schedule A to Trademark Assignment of Security

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: **8**

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

Return to:
FEDERAL RESEARCH CORP
400 SEVENTH STREET NW
SUITE 101
WASHINGTON DC 20004

Street Address: _____
City: _____ State: _____ ZIP: _____

7. Total fee (37 CFR 3.41): **215.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

11/05/1998 DNGUYEN 00000120 2038255 DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 175.00 OP

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

LOUKIA HARRIS [Signature] 11/2/98
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: **4**

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

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated October 29, 1998 by and between AUTOMATED CONCEPTS, INC. and CENTURY BUSINESS CREDIT CORPORATION.

<u>Registration or Mark</u>	<u>Reg. No. or Application No.</u>	<u>Country</u>
Business Process Improvement Lifecycle	2,038,255	USA
CSEP	1,909,048	USA
CSEG	1,908,929	USA
Client/Server Enabling Plan	1,910,925	USA
Client/Server Enabling Group	1,910,826	USA
Automated Concepts Incorporated	1,517,395	USA
ACI	1,702,234	USA
Inpro (and design)	1,582,872	USA

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, AUTOMATED CONCEPTS, INC. located at 1500 Broadway, New York, New York 10036 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to CENTURY BUSINESS CREDIT CORPORATION ("Lender") located at 119 West 40th Street, New York, New York 10018, pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, between Lender and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
October 29, 1998

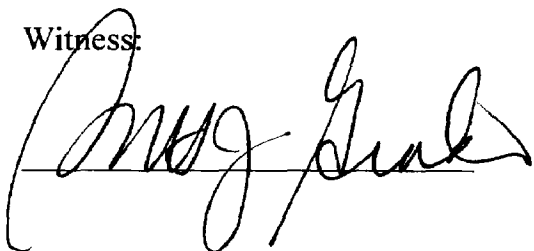
Witness:



AUTOMATED CONCEPTS, INC.

By: Frederick B. Harris
Name: FREDERICK B. HARRIS
Title: President

Witness:



CENTURY BUSINESS CREDIT CORPORATION

By: Allen H. Vogel
Name: Allen H. Vogel
Title: Senior Vice-President

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 29 day of October, 1998, before me personally came FREDERICK B. HARRIS ^{to}
me known, who, being by me duly sworn, did depose and say that he is the
PRESIDENT of AUTOMATED CONCEPTS, INC., the corporation described
in and which executed the foregoing instrument; and that he was authorized to sign his name
thereto on behalf of said corporation.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 29 day of October, 1998, before me personally came Allen H. Vogel, to me
known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of
Century Business Credit Corporation, the corporation described in and which executed the
foregoing instrument; and that he was authorized to sign his name thereto on behalf of said
corporation.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000