FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

12-10-1998

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

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Conveying Party Mark if additional names of conveying parties attached Execution Date						
Name DECISION RESOURCES, INC. Month Day Year 7 8 98						
Formerly						
Individual General Partnership Limited Partnership X Corporation Association						
Other						
Citizenship/State of Incorporation/Organization MASSACHUSETTS						
Receiving Party Mark if additional names of receiving parties attached						
Name STATE STREET BANK AND TRUST COMPANY						
DBA/AKA/TA						
Composed of						
Address (line 1) LEGAL DEPARTMENT MAO/2						
Address (line 2) 225 FRANKLIN STREET						
Address (line 3) BOSTON MA USA 02110 State/Country Zip Code						
Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is						
Corporation Association not domiciled in the United States, an appointment of a domestic representative should be attached.						
Other MASSACHUSETTS TRUST COMPANY (Designation must be a separate document from Assignment.)						
Citizenship/State of Incorporation/Organization MASSACHUSETTS						
79/1998 INBITIEN 00000276 1866990 FOR OFFICE USE ONLY						
TC:1481 40.00 DP FC:1482 150.00 DP						

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

TRADEMARK

REEL: 1824 FRAME: 0387

FORM PTO- Expires 06/30/99 OMB 0651-0027	raye	2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK	
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Correspondent Name and Address Area Code and Telephone Number (617) 664-4146				
Name	MARGARET J. MEHM, ESQ.			
Address (line 1)	STATE STREET BANK AND TRUST COMPAN	Y		
Address (line 2)	LEGAL DEPARTMENT MAO/2			
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Number of Properties Enter the total number of properties involved. # 7						
Fee Amount	Fee Amount for Properties I	Listed (37 CFR 3.41):	\$ 190.00			
Method of Payment: Enclosed X Deposit Account 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						

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

including any attachments.

Trademark Application Number(s)

indicated herein.

Name of Person Signing

MARGARET J. MEHM

Trademark Application Number(s) or Registration Number(s)

TRADEMARK REEL: 1824 FRAME: 0388

Date Signed

Mark if additional numbers attached

Registration Number(s)

NOTICE OF SECURITY INTEREST IN TRADEMARKS

July, 1998 by Decision Resour	emarks ("Notice") is made as of the8th day of ces, Inc., a Massachusetts corporation, with its principal Waltham, MA 02154 (the "Company"), with reference					
to the following facts:	, (, , , , , , , , , , , , , , , , , ,					
WHEREAS, State Street Bank and Trust Company (the "Bank") has provided to the Company certain credit facilities, as evidenced by a promissory note dated September 29, 1995 executed by the Company in favor of the Bank (the "Promissory Note") which replaces a promissory note dated January 13, 1992 in the original principal amount of \$250,000, a letter agreement by and between the Bank and the Company dated as of June 30, 1997 (the "Letter Agreement"), and security documents dated January 13, 1992 executed by the Company in favor of the Bank (the "Security Documents") (the Promissory Note, Letter Agreement, Security Documents, and all documents executed in connection therewith, as any of the foregoing has been or may be amended, replaced, modified or superseded, collectively the "Loan Documents"), under which the Company has granted to the Bank a security interest in all of the trademarks owned by the Company:						
WHEREAS, the Company owns the trademarks and trademark applications listed on <u>Exhibit A</u> attached hereto, each of which is registered or to be registered in the United States Patent and Trademark Office (the "Trademarks"):						
NOW, THEREFORE, for valuable consideration and pursuant to the terms and conditions set forth in the Loan Documents, NOTICE IS HEREBY GIVEN THAT:						
Pursuant to the Loan Documents, the Company has granted to the Bank, as collateral security for its Obligations (as such term is defined in the Loan Documents), a security interest in all of the Trademarks, the related trademark registrations and the goodwill of the business symbolized thereby.						
	DECISION RESOURCES, INC.					
	By: AlC. Je					
	Title: Chairman and CEO					
COMMONWEALTH OF MASSACHUSETTS COUNTY OF SUFFOLK, ss.						
On this 13 day of Suly Some C. Acmong, known to me to Charme Decision Resources, Inc. executed it as its free a	, 1998, before me, personally appeared be the person who executed the above instrument as ision Resources, Inc., and acknowledged to me that act and deed. Notary Public My Commission Expires: 9/30/99					
	My Commission Expires: 9/30/99					

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EXHIBIT A

DECISION RESOURCES, INC.

NAME OF TRADEMARK	REGISTRATION NO.	DATE REGISTERED
CARDIUM	US - 1,866,990	12/94
DECISIONBASE	US - 2,078,350	7/15/97
TELEPRISM	US - 1,970,022	4/23/96
TELEBRIEFS	US - 2,004,167	10/1/96
TELECURRENTS	US - 2,005,844	10/8/96
EXPERTEDGE	US - 2,075,029	7/1/97
BREAKTHROUGH TECHNOLOGIES	US - 2,031,321	1/14/97

RECORDED: 12/07/1998

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