

07-09-1999

FORM PTC-159
1-31-92

RE



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Metalogics, Inc.
 Riverview Historical Plaza
 33-41 Newark Street
 Hoboken, NJ 07030

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other _____

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

2. Name and address of receiving party(ies):
 Name: **IBJ Whitehall Business Credit Corporation,**
as Agent

Internal Address: _____
 Street Address: **One State Street**
 City: **New York** State: **NY** ZIP: 10004

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **June 30, 1999**

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
SEE ATTACHED A

B. Trademark registration No.(s)
SEE ATTACHED A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Federal Research Corp.**
 1
 Internal Address: _____
 Street Address: **400 Seventh Avenue, N.W.**
Suite 101
 City: _____ State: **DC** ZIP: **20004**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41): \$ **6500**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

07/08/1999 MTHAI1 00000111 75527143

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 25.00 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

Daphne E. Schmitt *Daphne E. Schmitt* **June 30, 1999**
 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 June 30, 1999, by and between METALOGICS, INC. and IBJ WHITEHALL BUSINESS CREDIT CORPORATION, as Agent.

MARK	APPLICATION DATE	REGISTRATION DATE	APPLICATION OR SERIAL NUMBER
Metalogics	July 27, 1998	Pending	75527143
Intelligent Configuration Management	July 27, 1998	Pending	75527144

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, METALOGICS, INC., a corporation formed under the laws of the State of Delaware ("Grantor"), having a principal place of business at Riverview Historical Plaza, 33-41 Newark Street., Hoboken, New Jersey 07030 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, Grantor is obligated to Agent and Lenders (each term as hereinafter defined), pursuant to (i) a certain Revolving Credit and Security Agreement, dated the date hereof, among Grantor, IBJ Whitehall Business Credit Corporation ("IBJWBCC"), the various financial institutions named therein or which hereafter become a party thereto (IBJWBCC and such other financial institutions, collectively, "Lenders") and IBJWBCC as agent for Lenders ("Agent"), and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof made by Grantor in favor of Agent for the ratable benefit of Lenders (as each may be amended, supplemented, restated or otherwise modified from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for the ratable benefit of Lenders 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, Grantor does hereby assign unto Agent for the ratable benefit of Lenders and grant to Agent for the ratable benefit of Lenders 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.

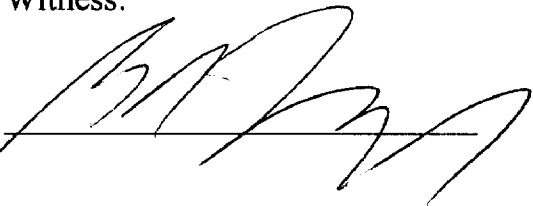
Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: June 30 1999

Witness:

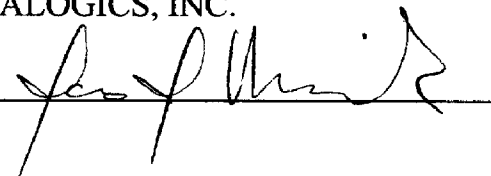


Witness:



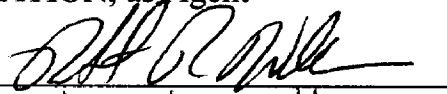
METALOGICS, INC.

By:



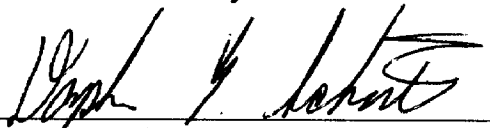
IBJ WHITEHALL BUSINESS CREDIT CORPORATION, as Agent

By:


Name: Robert R. Wallace
Vice President

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

On this 09th day of June, 1999, before me personally came James J Urbanick, to me known, who, being by me duly sworn, did depose and say that he is the Executive VP of METALOGICS, INC., the Grantor described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

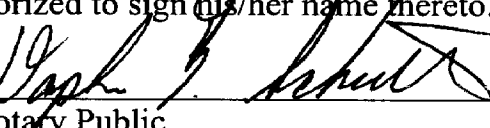


Notary Public

DAPHNE E. SCHMITT
Notary Public, State of New York
No. 5008515
Qualified in Onondaga County
My Commission Expires February 22, 1999
2001

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

On this 09th day of June, 1999, before me personally came Robert N. Walker to me known, who, being by me duly sworn, did depose and say that he/she is a Vice President of IBJ Whitehall Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he/she was authorized to sign his/her name thereto.



Notary Public

DAPHNE E. SCHMITT
Notary Public, State of New York
No. 5008515
Qualified in Onondaga County
My Commission Expires February 22, 1999
2001