Form PTG 1594



U.S. DEPARTMENT OF COMMERCE

(Rev. 6-93) (2MB No. 0651-0011 (exp. 4/94)	Patent and Trademark Off
To the Honorable Com. 1012564	452attached original documents or copy thereof.
1. Name of conveying party(ies):	Name and address of receiving party(ies):
N's C	
Nitorum Corporation	Name: Pequot Venture Partners, L.P.
[ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership	Internal Address:
[ X]Corporation-State of Delaware [ ] Other	Street Address: 500 Nyla Farm Road
Additional name(s) of conveying party(ies) attached? [] Yes [x] No	City: State: Zip: Westport, Connecticut 06880
3. Nature of conveyance:	[ ] Individual(s) citizenship [ ] Association
	[ ] General Partnership
[] Assignment [] Merger	[X] Limited Partnership of the State of Delaware
[X] Security Interest [ ] Change of Name [ ] Other	[ ] Corporation [ ] Other
129/99	( )
Execution Date: December 17, 1999 3 / 39/99	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 [ X] No
4. Application number(s) or registration number(s):	D. Tradamanti registration No. (a)
A. Trademark Application No.(s)	B. Trademark registration No.(s)
75/774483	
Additional numbers	attached? [] Yes [x] No
5. Name and address of party to whom correspondence	6. Total number of applications and
concerning document should be mailed:  Name: Francis J. Dufifn	registrations involved:1_
Internal Address: Wiggin & Dana	
Street Address: One Century Tower	
City: New Haven State: CT Zip: 06508-1832	7. Total fee (37 CFR 3.41):S40.00
CERTIFICATE OF MAILING BY "EXPRESS MAIL"	[ ]Enclosed
"Express Mail" mailing label	
Number [ 446723464 U.S. ].  I hereby certify that this correspondence is addressed to the	[X] Authorized to be charged to deposit account
Commissioner of Patents & Trademarks, Box Assignments,	
Washington, DC 20231, and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee"	8. Deposit account number:
service on	
(Printed or typed name of person mailing the paper or fee)	
(Signature of the person mailing the paper or fee) (Date of Signature) 12/29/99	(Attach duplicate copy of this page if paying by deposit account)
	ISE THIS SPACE
9. Statement and signature.	
To the best of my knowledge and belief, the foregoing information is true copy of the original document.	arue ana correct ana any attached copy is a
Francis J. Duffin	CUMA Maker
Name of Person Signing Signature	Dafe Dafe
/03/2000 TT0H11 00000135 231665 75774483 FC:481 40.00 CH	humber of pages including cover sheet, attachments, and document:
	ith required cover sheet information to

ocuments to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments 3ZFD01!.DOC\12975\1\185881.01

## GRANT OF SECURITY INTEREST IN TRADEMARK

WHEREAS Nitorum Corporation, Inc. a corporation organized under the laws of the State of Delaware having a place of business at Merritt 7, Building 101, Norwalk, CT 06851 (hereinafter referred to as "Grantor") has applied to register the trademark identified on Schedule A attached hereto in the United States Patent and Trademark Office (hereinafter collectively, the "Trademark"); and

WHEREAS Grantor is obligated to Pequot Venture Partners, L.P., a limited partnership organized under the laws of Delaware having a place of business at 500 Nyala Farm Road, Westport, CT 06880, as Grantee (hereinafter referred to as "Grantee") under the Note dated as of the date hereof, among Grantor and Grantee (as amended, modified or supplemented from time to time (the "Note") and Grantor has entered into a Intellectual Property Security Agreement dated the date hereof (the "Agreement") in favor of Grantee;

WHEREAS, pursuant to the Agreement, Grantor has granted to Grantee a security interest in all right, title and interest of Grantor in and to the Trademark, together with the goodwill of the business symbolized by the Trademark and the application and registration thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Agreement;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and without limiting the effect of the Agreement, Grantor does hereby grant to Grantee a security interest in the Collateral to secure the prompt payment, performance, and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and recoveries of Grantee with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

TRADEMARK
REEL: 002016 FRAME: 0124

IN WITNESS WHEREOF, Grantor has caused this Grant of Security Interest in the Trademarks to be executed by its proper officer thereunto duly authorized, as of this 17<sup>th</sup> day of December, 1999.

## **GRANTOR:**

NITORUM CORPORATION

Title:

STATE OF CONNECTICUT }

iss: at Nonvalle

COUNTY OF FAIRFIELD)

Before me, the undersigned, a Notary Public of the State of Connecticut, personally acknowledge the execution of the foregoing Trademark Assignment on behalf of said Company.

WITNESS my hand and notarial seal this 17 day of 1 miles, 1999.

Migner Williams - lyston

My Commission Expires June 30, 2004

Accepted and Agreed:

**GRANTEE:** 

PEOUOT VENTURE PARTNERS, L.P.

Pequot Capital Management, Inc. **Investment Advisor** 

Title:

"EXPRESE MAIL" MAILING

"Express Mail: Mailing Label No. EL516723 46405.
Date of Deposit 12 29 99
Thereby certify that the paper or fee is being deposits."

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## Schedule A

## Trademarks and Service Marks and Registrations and Applications Therefor

<u>Mark</u>

Federal or State

Federal or State Registration Date/ Registration No./

Application No.

Filing Date

INTELLI-GAGE

75/774,483

August 12, 1999

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**RECORDED: 12/29/1999** 

**TRADEMARK REEL: 002016 FRAME: 0126**