Form PT > 1504 RECOR
(Rev. 6-93)
OM* No. 0651-0011 (exp. 4/94)



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

OMP No. 0651-0011 (exp. 4/94)	Patent and Trademark Office
101/	273204 cs: Please record the attached original documents or copy thereof.
Name of conveying party(ies):	Name and address of receiving party(ies):
1. Thank of conveying pury (1887).	
Nitorum Corporation	Name: Silcon Valley Bank
[] Individual(s) [] Association	Internal Address: [-12-00
[] General Partnership [] Limited Partnership	
[X]Corporation-State of Delaware	Street Address: 30003 Tasman Drive
[] Other	City: State: Zip: Santa Clara, California 95054
Additional name(s) of conveying party(ies) attached? [] Yes [x] No	
2 Notes of a second sec	[] Individual(s) citizenship
3. Nature of conveyance:	[] Association
[] Assignment [] Merger	[] Limited Partnership
[X] Secondary Security Interest [] Change of Name	[] Corporation
[] Other	[] Association [] General Partnership [] Limited Partnership [] Corporation [X] Other A California Chartered Bank If assignee is not domiciled in the United States, a demostic Representative designation is attached:
Execution Date: December 17, 1999	If assignee is not domiciled in the United States, a domestic
Encountry Duty. Describer 113 1777	Representative designation is attached.
	(Designations must be a compared decompart from Assignment)
	(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. T. J. J. C. M. (2)
A. Trademark Application No.(s)	B. Trademark registration No.(s)
75/774483	
	usehado Ca Van Fra No
5. Name and address of party to whom correspondence	attached? [] Yes [x] No 6. Total number of applications and
concerning document should be mailed:	registrations involved:1_
Name: Francis J. Dufifn	
Internal Address: Wiggin & Dana	
Street Address: One Century Tower	7. Total fee (37 CFR 3.41):\$40.00
City: New Haven State: CT Zip: 06508-1832	7. 1044 100 (3) 61 (3) 11)
CERTIFICATE OF MAILING BY "EXPRESS MAIL"	[] Enclosed
"Express Mail" mailing label	
Number [E1516723481US]	[X] Authorized to be charged to deposit account
I hereby certify that this correspondence is addressed to the Commissioner of Patents & Trademarks, Box Assignments,	
Washington, DC 20231, and is being deposited with the	8. Deposit account number:
United States Postal Service "Express Mail Post Office to Addressee"	5. Deposit account number.
Haren Gill	23-1665
(Printed or typed name of person mailing the paper or fee)	
(Signature of the person realing the paper or fee)	(Attach duplicate copy of this page if paying by deposit account)
(Signature of the person realing the paper or fee) (Date of Signature)	SE THIS SPACE
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9. Statement and signature.	two and convect and any attached complex
To the best of my knowledge and belief, the foregoing information is t true copy of the original document.	true and correct and any attached copy is a
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Francis J. Duffin Name of Person Signing	1/12/200
Name of Person Signing Signator	ire / // Date/ /
1/22/2000 TTON11 00000251 231665 75774483	Total number of pages including cover sheet, attachments, and document: 5
FC:481 40.00 CH	Total number of pages metading cover sheet, anaemnents, and document.
	ith required cover sheet information to:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

11

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 Silicon Valley Bank, a California-chartered bank, having a place of business at 3003 Tasman Drive, Santa Clara, California 95054 and with a loan production office located at Wellesley Office Park, 40 William Street, Suite 350, Wellesley, Massachusetts 02481, as Grantee (hereinafter referred to as "Grantee") under a Loan and Security Agreement, dated as of November 12, 1999, between the Grantor and the Grantee (as amended, modified or supplemented from time to time (the "Loan Agreement")) 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") subject to a security interest granted to Pequot Venture Partners, L.P. in certain of 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 second priority 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 second priority 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: 002024 FRAME: 0318

IN WITNESS WHEREOF, Gra Interest in the Trademarks to be executed by its as of this 17 th day of December, 1999.	ntor has caused this Grant of Security proper officer thereunto duly authorized,
<u>GRANTOR:</u>	
NITORUM CORPORATION	
By: Server de Egan Name: Gerard Egan Title: VF & CA	
STATE OF CONNECTICUT}	
COUNTY OF FAIRFIELD} ss:	
Before me, the undersigned, a Notary Public of appeared (1000), having been sworn say he was the We Company. of Mitty acknowledge the execution of the foregoing Transport Company.	by me according to law did depose and Um (m) (the "Company") and did
WITNESS my hand and notarial seal this Mand and	y of December 1999.
Migran Williams Typin	
My Commission Expres June 30	.2004
Accepted and Agreed:	
GRANTEE:	"EXPRESS MAIL" MAILING "Express Mail" Mailing Labet Number EL51672348145 Date of Deposit
SILICON VALLEY BANK, d/b/a	I hereby certify that this paper or fee is being
SILICON VALLEY EAST	deposited with the United States Poetal Service "Express Mail Post Office to Alid assee" Service
	under 37 CFR 1.10 on the district distant above and
n.	is addressed to the Co.a. i sto by of Patents and
By:Name:	Trademarks, Washington, J.C. 20231
Title:	(Typed or Printed Name of Person Milling
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TRADEMARK REEL: 002024 FRAME: 0319

(Typed or Printed Name of Person Militing

	REOF, Grantor has caused this Grant of Security
Interest in the Trademarks to be execu	uted by its proper officer thereunto duly authorized,
as of this 17th day of December, 1999.	_ `
•	
GRANTOR:	
OKANIOK.	
AUTORID I CONDOD A TION	
NITORUM CORPORATION	
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By: _	
Name:	1.
Title:	
1140.	i.
	\dot{v}_i^{*+}
STATE OF CONNECTICUT}	
} ss :	. []
COUNTY OF FAIRFIELD}	
,	\mathcal{A}_{i}^{\prime}
Before me, the undersigned a Notan	Public of the State of, personally
oppored having having h	, personary
appeared, naving b	een sworn by me according to law did depose and
say he was the	of (the "Company") and did
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TRADEMARK REEL: 002024 FRAME: 0320

Schedule A

Trademarks and Service Marks and Registrations and Applications Therefor

Mark Federal

Federal or State Registration No./ Federal or State Registration Date/

Application No. Filing Date

INTELLI-GAGE

75/774,483

August 12, 1999

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RECORDED: 01/12/2000

TRADEMARK REEL: 002024 FRAME: 0321