

02-07-2001

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101585135

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment

Effective Date
Month Day Year

RECEIVED
ASSIGNMENT DIVISION
2001 FEB - 7 AM 11:30/01

Conveying Party

Mark if additional names of conveying parties attached

Name **IQ4Hire, Inc.**

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization **Delaware**

Receiving Party

Mark if additional names of receiving parties attached

Name **Wheatley Partners, L.P.**

DBA/AKA/TA

Composed of

Address (line 1) **80 Cutter Mill Road, Suite 311**

Address (line 2)

Address (line 3) **Great Neck**
City

NY
State/Country

11021
Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization **Delaware**

FOR OFFICE USE ONLY

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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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(212) 753-7200

Name **Martin S. Cooper**

Address (line 1) **Olshan Grundman Frome Rosenzweig & Wolosky LLP**

Address (line 2) **505 Park Avenue**

Address (line 3) **New York, New York**

Address (line 4) **10022**

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

2

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

Mark if additional numbers attached

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

Trademark Application Number(s)

Registration Number(s)

76112607	76085524	76084947
76112608	76084948	76084949
76113852	76113850	76159869

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<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

12

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:
Deposit Account

Enclosed 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 attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Brian S. Sommer
Chief Executive Officer
IQ4Hire, Inc.



January 30, 2001

Date Signed

Name of Person Signing

Signature

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
 General Partnership
 Limited Partnership
 Corporation
 Association
 Other
 Citizenship/State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

GAMMA IQ4Hire, L.P.

DBA/AKA/TA

Composed of

Address (line 1)

c/o Gamma Investors, L.L.C.

Address (line 2)

555 Croton Road , Suite 111

Address (line 3)

King of Prussia

PA

19406

City

State/Country

Zip Code

- Individual
 General Partnership
 Limited Partnership
 If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
 Corporation
 Association
 Other
 Citizenship/State of Incorporation/Organization Delaware

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

Mark if additional numbers attached

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

Trademark Application Number(s)

Registration Number(s)

76130475	76113851	76113853

ADDITIONAL RECEIVING PARTIES

INDIVIDUALS:

Lane, Raymond J.
2750 Sand Hill Road
Menlo Park, CA 94025

Mirchandani, Vinnie
8728 Cobblestone Drive
Tampa, FL 33615

Boden, Mark
2425 West Barry Avenue
Chicago, IL 60610

Melchiorre, Paul
1565 Charleston Road
M/S A2
Mountain View, CA 94043

Phillips, Chuck
1585 Broadway
New York, NY 10036

Groh, Brian
4817 Longwater Way
Tampa, Florida 33615

Ryan, Matt
4817 Longwater Way
Tampa, Florida 33615

McGuinness, Kevin
4817 Longwater Way
Tampa, Florida 33615

Land, Douglas
515 Madison
21st Floor
New York, NY 10022

Brian S. Sommer
857 Ravinia Court
Batavia, Illinois 60510

Eric Dirst
549 West Randolph Street
Chicago, Illinois 60661

James Holincheck
549 West Randolph Street
Chicago, Illinois 60661

Tristan Hoag
549 West Randolph Street
Chicago, Illinois 60661

ENTITIES:

Wheatley Foreign Partners, L.P.
a Delaware limited partnership
80 Cutter Mill Road, Suite 311
Great Neck, New York 11021

GRANT OF SECURITY INTEREST

FOR TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of January 30, 2001, is executed by IQ4Hire, Inc., a Delaware corporation ("Debtor"), in favor of, as Secured Parties, those certain Investors under that certain Note and Warrant Purchase Agreement of the Debtor of even date herewith (together with their successors and assignees, the "Secured Parties").

A. As described in a Security Agreement, dated as of January 30, 2001 (the "Security Agreement"), among Debtor and Secured Parties, Secured Parties have agreed to extend certain credit to Debtor subject to the conditions set forth therein.

B. Debtor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Schedules 1-A and 1-B hereof constitute a complete list, as of the date hereof, of registrations or applications for registrations of Trademarks in or to which Debtor has any right, title, interest, claim or demand. After the date of the Security Agreement, the terms and provisions of which are hereby incorporated herein as if fully set forth herein, Debtor shall provide written notice to Secured Parties, in accordance with the provisions of Section 6(c) of the Security Agreement, of any addition or change which is necessary to be made to Schedules 1-A and 1-B in order to maintain such schedules' completeness or accuracy, and, further, Debtor shall provide such notice to Secured Parties within a reasonable period of time following the date of the event that is the basis for such addition or change, but in no case later than ninety (90) days following the date of such event.

D. Debtor hereby grants to Secured Parties a security interest in all right, title and interest of Debtor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including 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 Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Parties a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement.

Secured Parties:

Wheatley Partners, L.P.
a Delaware limited partnership
80 Cutter Mill Road, Suite 311
Great Neck, NY 11021

Brian Groh
4817 Longwater Way
Tampa, Florida 33615

Wheatley Foreign Partners, L.P.
a Delaware limited partnership
80 Cutter Mill Road, Suite 311
Great Neck, NY 11021

Matt Ryan
4817 Longwater Way
Tampa, Florida 33615

GAMMA IQ4Hire, L.P.
a Delaware limited partnership
c/o GAMMA Investors
555 Croton Road, Suite 111
King of Prussia, PA 19406

Kevin McGuinness
4817 Longwater Way
Tampa, Florida 33615

Raymond J. Lane
2750 Sand Hill Rd
Menlo Park, CA 94025

Douglas Land
515 Madison, 21st Floor
New York, NY 10022

Vinnie Mirchandani
8728 Cobblestone Drive
Tampa, FL 33615

Brian S. Sommer
857 Ravinia Court
Batavia, Illinois 60510

Mark Boden
2425 West Barry Avenue
Chicago, IL 60610

Eric Dirst
549 West Randolph Street
Chicago, Illinois 60661

Paul Melchiorre
1565 Charleston Road, M/S A2
Mountain View, CA 94043


James Holincheck
549 West Randolph Street
Chicago, Illinois 60661

Tristan Hoag
549 West Randolph Street
Chicago, Illinois 60661

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IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first above written.

IQ4HIRE, INC.

By: 

Name: Brian S. Sommer

Title: Chief Executive Officer

[Signature Page to Grant of Security Interest for Trademarks]

**TRADEMARK
REEL: 002188 FRAME: 0274**

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

REGISTERED TRADEMARKS

<u>Mark</u>	<u>Registration Date</u>	<u>Registration No.</u>
<u>None</u>		

SCHEDULE I-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
"IQ4HIRE" IC 9	August 18, 2000	76112607
"IQ4HIRE" IC 36	July 7, 2000	76085524
"IQ4HIRE" IC 16	July 7, 2000	76084947
"IQ4HIRE" DesignMark, IC 9	August 18, 2000	76112608
"IQ4HIRE" DesignMark, IC 36	July 7, 2000	76084948
"IQ4HIRE" DesignMark, IC 16	July 7, 2000	76084949
"MYIQ4HIRE" IC 35	August 22, 2000	76113852
"BETTER TEAMS, BETTER RESULTS" IC 35	August 22, 2000	76113850
"IT SERVICES ECOSYSTEM" IC 42	November 6, 2000	76159869
"PLANWIZARD" IC 42	September 18, 2000	76130475
"RFS ENGINE" IC 42	August 22, 2000	76113851
"SMARTSELECTOR" IC 35	August 22, 2000	76113853

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