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U.S. Patent & TMOtc/TM Mail Rcpt Dt. #70



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- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

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Execution Date
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Name

Formerly

22 00 860

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

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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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2200860"/>	<input type="text" value="2202443"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

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

Susan Neuberger Weller

Name of Person Signing



Signature

February 20, 2001

Date Signed

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of	:
	:
Necho Systems Corp	:
	:
Registration No. 2,200,860	:
	:
Registration Date: November 3, 1998	:
	:
Mark: NECHO	:
	:

**POWER OF ATTORNEY AND
DESIGNATION OF DOMESTIC REPRESENTATIVE**

Assistant Commissioner of Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Madam:

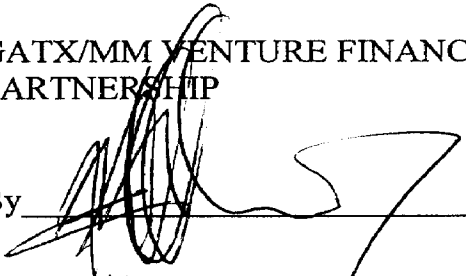
Venture Finance Partnership, owner of a security interest in the above-identified trademark registration appoints Susan Neuberger Weller, Kevin N. Ainsworth, Rosemary M. Allen, Christine M. Baker, Ingrid A. Beattie, William D. Belanger, Lee E. Berlik, Naomi S. Biswas, Duane C. Blake, David F. Crosby, James G. Cullem, John M. Delehanty, Brett N. Dorny, Marianne McLaughlin Downing, Ivor R. Elrifi, Flora W. Feng, Raymond Fersko, Christina M. Gadiano, Richard G. Gervase, Jr., John A. Harre, Shane H. Hunter, David E. Johnson, Kris V. Kalidindi, Christina V. Karnakis, Cynthia A. Kozakiewicz, Caroline A. Leonard, Barry J. Marenberg, William A. Marino, Brendan P. McFeely, A. Jason Mirabito, Michel Morency, Bradley J. Olson, Michael T. Renaud, Brian S. Rosenbloom, Thomas M. Sullivan, Howard J. Susser, Shelby J. Walker and Scott A. Whitaker, and all attorneys with the firm Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., with the power to transact business in the United States Patent and Trademark Office connected therewith.

Applicant hereby appoints Mintz Levin Cohn Ferris Glovsky and Popeo, PC, One Fountain Square, 11911 Freedom Drive, Suite 400, Reston, VA 20190, as its domestic representative upon whom all documents can be served involving matters and proceedings related to the security interest in this registration.

Please direct communication concerning this matter, as follows:

Susan Neuberger Weller
Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, P.C.
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Reston, Virginia 20109
Telephone: 703-464-8103
Facsimile: 703-464-4895
snweller@mintz.com

GATX/MM VENTURE FINANCE
PARTNERSHIP

By  _____

Name Mintas Mohamed

Title Managing Partner

Date: January 30, 2001

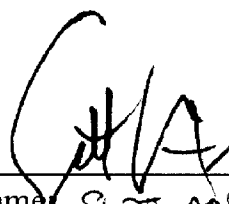
Restondocs:24814.1(J5@01!.DOC)

CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a General Security Agreement (hereinafter referred to as the "Agreement") dated December 22, 2000 between Necho Systems Corp., a corporation continued under the laws of Canada (hereinafter referred to as "Necho"), whose full post office address is 10 Kingsbridge Garden Circle, Suite 300, Mississauga, Ontario, L5R 3K6 and GATX/MM Venture Finance Partnership (hereinafter referred to as "GATX/MM"), whose full post office address is 150 King Street West, Suite 2411, Box 94, Toronto, Ontario, M5H 1J9, for good and valuable consideration, the receipt and sufficiency of which is hereby confirmed and acknowledged, Necho confirms that it has granted to GATX/MM a security interest, lien and charge in all of Necho's right, title and interest in and to the intellectual property listed on the Schedule attached hereto, including, without limitation, the patents, trademarks, patents and trademark and patent applications listed therein, and in and to any and all continuations, continuations-in-part, updates, developments, divisions, reissues and reexaminations which issue therefrom, the same to be held and enjoyed by GATX/MM, strictly subject to the terms of the Agreement.

EXECUTED at Toronto, Ontario, this 22 day of December, 2000.

NECHO SYSTEMS CORP.

Per:  _____ c/s
Name: SCOTT ANDERSON
Title: PRESIDENT & CEO

Schedule of Intellectual Property

CANADA

<u>Trade Mark</u>	<u>Serial No.</u>	<u>Registration No.</u>
NAVIGATOR	720,705	TMA466,318
NECHO	804,371	TMA478,324
NECHO & Design	804,372	TMA478,325

UNITED STATES

<u>Trade Mark</u>	<u>Serial No.</u>	<u>Registration No.</u>
N NECHO & Design	75/079,987	2,202,443
NECHO	75/079,988	2,200,860

BUSINESS LAW\730115_2