

07-19-2001

014951/0279



101782928

Tab settings

7.10.01

To the Honorable Commissioner of Patents

attached original documents or copy thereof.

Address of receiving party(ies):

1. Name of conveying party(ies):

CAMBRIDGE CONSULTANTS LIMITED

Name: ABLECO FINANCE LLC, As Agent

Internal Address:

Street Address: 450 PARK AVENUE

City: NEW YORK State: NY ZIP: 10022

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

Other DELAWARE LIMITED LIABILITY CO.

If assignee is not domiciled in the United States, a domestic designation is...
(Designations must be a separate document from Additional name(s) & address(es))

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State UNITED KINGDOM
Other

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: JUNE 11, 2001

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

SEE ATTACHED SCHEDULE

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

6. Total number of applications and registrations involved: 5

Name: PAULA A. JUERGENSEN

Internal Address: SCHULTE ROTH & ZABEL LLP

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed
Authorized to be charged to deposit account

Street Address: 919 THIRD AVENUE

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP - 500675

City: NEW YORK State: NY ZIP: 10022

07/19/2001 RMWED1 00000024 500675 76217244

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 100.00 CH

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.

PAUL A. JUERGENSEN

Name of Person Signing

Signature

JULY 10, 2001

Date

Total number of pages including cover sheet, attachments, and

7

ASPIRAIR	Pending	US		76/217,244	Cambridge Consultants Limited	Yes
BluesStack	Pending	US		76078316	Cambridge Consultants Limited	Yes
Easelect	Pre-Search	US	GB2190361	75/784037	Cambridge Consultants Limited	No
exalum	Pending	US		76/246,635	Cambridge Consultants Limited	Yes
World Windows	Active	US	1980374	74/466313	Cambridge Consultants Limited	Yes

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, CAMBRIDGE CONSULTANTS LIMITED (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated June 11, 2001 (the "Security Agreement") in favor of ABLECO FINANCE LLC, as agent for certain lenders (the "Assignee");

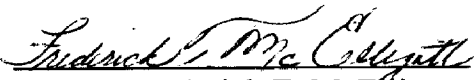
WHEREAS, pursuant to the Security Agreement, the Assignor has pledged and assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations 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 Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby pledge and assign unto the Assignee and grant to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of June 11, 2001.

CAMBRIDGE CONSULTANTS LIMITED

By: 
Name: Frederick T. McElligott
Title: Treasurer

STATE OF NEW YORK

SS.:

COUNTY OF NEW YORK

On this 11th day of June, 2001, before me personally came Frederick Mc Elligott, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Treasurer of Cambridge Consultants Limited, a United Kingdom corporation, and that he executed the foregoing instrument in the firm name of Cambridge Consultants Limited, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Denise Maria Mc Dermott

~~DENISE MARIA McDERMOTT
Notary Public, State of New York
No. 01MC5018503
Qualified in New York County
Commission Expires Sept. 27, 19__~~

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Notary Public, State of New York
No. 01MC5018503
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Commission Expires Sept. 27, 192001

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Commission Expires Sept. 27, 19__~~

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY
(TRADEMARKS AND TRADEMARK APPLICATIONS)

ADL Trademark Schedule

CCL	Active	GB	2042122	2042122	CCL - Paul Cole - agent	Yes
BlueStack	Pending	Hong Kong		14116/2000	Cambridge Consultants Limited	Yes
Cambridge Consultants	Active	GB	2042123	2042123	Cambridge Consultants Limited	Yes
Centre42	Active	GB	2226973		Cambridge Consultants Limited	Yes
Centre42	Published - within opposition - Within Priority	GB		2226973	Cambridge Consultants Limited	
collaboration@speed	Period	GB		2246033	Cambridge Consultants Limited	
ASPIRAIR	Pending	GB		2244511	Cambridge Consultants Limited	Yes
ASPIRAIR	Pending	US			Cambridge Consultants Limited	Yes
BlueStack	Active	GB	2205395	2205395	Cambridge Consultants Limited	Yes
BlueStack	Pending	CTM		1716661	Cambridge Consultants Limited	Yes
BlueStack	Pending	US		76078316	Cambridge Consultants Limited	Yes
BlueStack	Pending	JP		68955/2000	Cambridge Consultants Limited	Yes
BlueStack	Pending	Hong Kong		14116/2000	Cambridge Consultants Limited	Yes
BlueStack	Pending	TW		89037061	Cambridge Consultants Limited	Yes
BlueStack	Pending	Korea		3126/2000	Cambridge Consultants Limited	Yes
BlueStack	Pending	SG	T00/10861B		Cambridge Consultants Limited	Yes
BlueStack	Pending	TW		89037062	Cambridge Consultants Limited	Yes
BlueStack	Pending	SG	T00/10862J		Cambridge Consultants Limited	Yes
CYAN	Pre-Search Examination (looking o.k.)	GB		2222936	Cambridge Consultants Limited	No
e LAB	Within Priority	CTM	GB 2222936	1804202	Cambridge Consultants Limited	No
e LAB	Within Priority	CH	GB 2222936	09659/2000	Cambridge Consultants Limited	No
Easelect	Pre-Search	US	GB2190361	75/784037	Cambridge Consultants Limited	No
Easelect	Active	GB	2190361	2190361	Cambridge Consultants Limited	Yes
Easelect	Active	CTM	001285824	1285824	Cambridge Consultants Limited	Yes
Elemental	Private Search done (results Private Search done (results	GB			Cambridge Consultants Limited	No
Elemental	Private Search done (results	US			Cambridge Consultants Limited	No
exelium	Pending	US			Cambridge Consultants Limited	Yes
From Whiteboard to Website	Within Priority	GB		2235177	Cambridge Consultants Limited	No
Fusion	Private Search done (results	GB			Cambridge Consultants Limited	No

ADL Trademark Schedule

Innovation	Private Search done (results)	GB			Cambridge Consultants Limited	No
Interface Express	Application				Cambridge Consultants Limited	No
IonZ	Active	GB	2226914	2226914	Cambridge Consultants Limited	Yes
Mezoe	Application Generating name ideas				Cambridge Consultants Limited	No
Miralis					Cambridge Consultants Limited	No
Optinall	Pending	GB		2190415	Cambridge Consultants Limited	Yes
Rekap	Active	GB	1539101	1539101	Cambridge Consultants Limited	Yes
The CCL Tin Man	Pre-Search				Cambridge Consultants Limited	No
VideoCore	Active	GB	2231326		Cambridge Consultants Limited	Yes
VideoCore	Published - within opposition	GB		2231326	Cambridge Consultants Limited	No
VideoCore	Within Priority Period	CTM		001897230	Cambridge Consultants Limited	No
VideoCore	Within Priority Period	JP		1112062000	Cambridge Consultants Limited	No
VIVID	Within Priority Period	GB		2244208	Cambridge Consultants Limited	No
Vivid Medical	Within Priority Period	GB		2244221	Cambridge Consultants Limited	No
World Windows	Active	GB	1537387	1537387	Cambridge Consultants Limited	Yes
World Windows	Active	US	1980374	74466313	Cambridge Consultants Limited	Yes
XAP	Active	FR	95568979	95568979	Cambridge Consultants Limited	Yes
XAP	Active	DE	39517265	39517255 9	Cambridge Consultants Limited	Yes

SCHULTE ROTH & ZABEL LLP

919 Third Avenue
New York, NY 10022
(212) 756-2000
fax (212) 593-5955

www.srz.com

Writer's Direct Number
(212) 756-2451

Writer's E-mail Address
paul.juergensen@srz.com

July 10, 2001

VIA EXPRESS MAIL

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Re: Recordation of
Assignment for Security (Trademarks)
Cambridge Consultants Limited – Ableco Finance LLC
Our Ref. No. 014951/0279

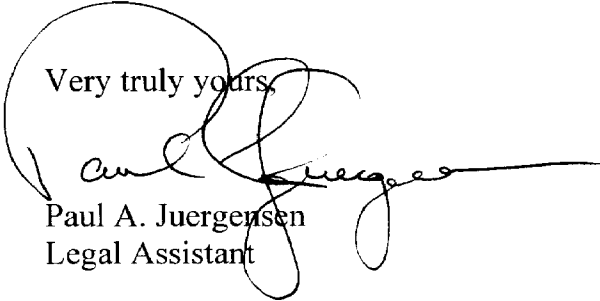
Dear Sir or Madam:

Please record the above-referenced document against the U.S. trademark filings identified in the accompanying Document Cover Sheet.

We authorize the deduction from Schulte Roth & Zabel LLP's Deposit Account No. 500675 of \$140.00, plus any deficiencies therein, to cover recordation fees, and we enclose an extra copy of the Document Cover Sheet for this purpose.

Also enclosed is a self-addressed postage prepaid postcard, which we request that you date stamp and return to acknowledge your receipt of this filing.

Very truly yours,


Paul A. Juergensen
Legal Assistant

Enclosure

cc: Joanne Rosello

EXPRESS MAIL LABEL NO. EL752609856US

9073014.1

RECORDED: 07/10/2001

**TRADEMARK
REEL: 002330 FRAME: 0776**