

03-19-2002

3/14/02

TRADEMARKS ONLY

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ner of Patents and Trademarks:
riginal document or copy thereof.

1. Name of Party(ies) conveying an interest:

Name: Jenzabar, Inc., formerly known as Jenzabar.com, Inc.
Street Address: 17 Sellers Street
City: Cambridge
State/Zip: Massachusetts 02139

Entity:
 Individual(s) Association

General Partnership Limited Partnership

Corporation-State Delaware

Other _____

Additional name(s) of conveying party(ies) attached:

yes no

2. Name and Address of Party(ies) receiving an interest:

Name: Pegasus Partners II, L.P.
Street Address: 99 River Road
City: Cos Cob
State/Zip Code: Connecticut 06807

Entity:
 Individual(s) Association

General Partnership Limited Partnership (Delaware)

Corporation-State/Country _____

Other _____

Citizenship _____

3. Description of the interest conveyed:

Assignment Change of Name Other

Security Interest Merger

Date of execution of attached document March 20, 2000

If not domiciled in the United States, a domestic representative designation is attached:

yes no

(The attached document must not be an assignment)

Additional name(s) and addresses attached:
 yes no

4. Application number(s) or registration number(s). Additional sheets attached? yes no

A. Trademark Application No.(s)

76/044,661

B. Trademark Registration No.(s)

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

Name: Joanne Ludovici-Lint, Esq.
FIRM: McDermott, Will & Emery
Address: 600 13th Street, N.W.
City/State/Zip: Washington, D.C. 20005-3096

6. Number of applications and registrations involved: 1

7. The \$_____ filing fee is enclosed.

8. Please charge the \$40.00 filing fee to Deposit Account No. 500417. (duplicate copy of this page attached)

9. Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 500417.

03/19/2002 GT0N11 00000035 500417 76044661
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DO NOT USE THIS SPACE

10. 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.

Joanne Ludovici-Lint
Name of Person Signing

[Signature]
Signature

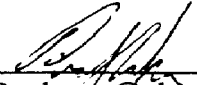
March 14, 2002
Date

Total number of pages comprising coversheet: 1

SECURITY INTEREST

In accordance with that certain Security Agreement, dated as of March 20, 2000, between Pegasus Partners II, L.P., a Delaware limited partnership ("Pegasus"), and Jenzabar, Inc., formerly known as Jenzabar.com, Inc., a Delaware corporation ("Jenzabar"), Pegasus is hereby filing notice of its security interest in the trademarks owned by Jenzabar and/or one of its subsidiaries listed on the attached Schedule A.

PEGASUS PARTNERS II, L.P.,
by its General Partner,
Pegasus Investors II, L.P.,
by its General Partner,
Pegasus Investors II GP, LLC



Rodney Cohen
Vice President

Schedule A: Trademarks

TRADEMARK	APPLICATION SERIAL NO.
JENZABAR.COM	76/044,661