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05-08-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

RECORDATION
TRADE



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ENT OF COMMERCE
and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Acero, Inc. f/k/a Secant Technologies, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: KeyBank National Association
Internal
Address:
Street Address: 127 Public Square, 6th Floor
City: Cleveland State: OH Zip: 44114

Individual(s) citizenship
 Association National Banking Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

OFFICE OF PUBLIC RECORDS
7002 APR 24 PM 12:13
FINANCE SECTION

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: 04/23/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75460071, 76156034
76185275, 76358145, 76155752

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2383786

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Andy Gardner
Internal Address: McDonald, Hopkins, Burke & Haber Co., L.P.A.
Street Address: 2100 Bank One Center
600 Superior Avenue, E.
City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

05/08/2002
01 FC:481
02 FC:482

TSIAZI 00000002 75460071

40.00 OP
125.00 OP

DO NOT USE THIS SPACE

9. Signature.
Andy Gardner
Name of Person Signing

Signature

4-24-02
Date

Total number of pages including cover sheet, attachments, and document 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK GRANT OF SECURITY INTEREST

WHEREAS, Acero, Inc., a Delaware corporation (formerly known as Secant Technologies, Inc.), located at 1940 E. Sixth Street, Suite 200, Cleveland, Ohio 44114 ("Borrower"), has adopted, and may use the marks, applications and registrations shown in the attached Schedule A (the "Marks"); and

WHEREAS, Borrower is obligated to KeyBank National Association, a national banking association ("Bank"), pursuant to (i) a certain Credit and Security Agreement, dated as of even date herewith, between Bank and Borrower and (ii) a certain Patent, Trademark and License Security Agreement, dated the date hereof, made by Borrower in favor of Bank (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Bank for its benefit a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign, grant and mortgage to Bank for its benefit a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Bank with respect to the security interest granted hereby are more fully set forth in the Agreements.

[Signature page follows]

Dated: Cleveland, Ohio
April 23, 2002

Witness:

Lisa Hufsch
Thany I. Graham

Witness:

Jeffrey H.
Mark Selby

ACERO, INC.,
a Delaware corporation

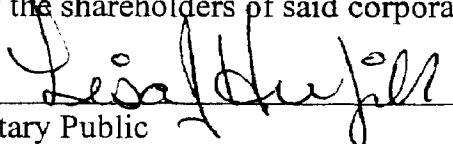
By: DW Bainbridge
Name: DW BAINBRIDGE
Title: CEO

KEYBANK NATIONAL ASSOCIATION,
a national banking association

By: Stephen J. Holler
Stephen J. Holler,
Senior Vice President

STATE OF OHIO)
) ss.:
COUNTY OF CUYAHOGA)

On this 23 day of April, 2002, before me personally came Dw Bainbridge to me known, who, being by me duly sworn, did depose and say that ~~s/he~~ he is the CEO of ACERO, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the shareholders of said corporation.

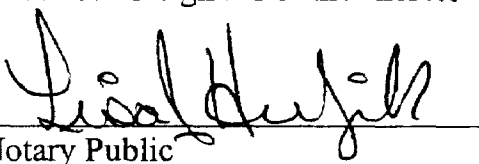


Notary Public

LISA J. HREZIK
Notary Public, State of Ohio
My Commission Expires June 6, 2002

STATE OF OHIO)
) ss.:
COUNTY OF CUYAHOGA)

On this 23 day of April, 2002, before me personally came Stephen J. Holler, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of KeyBank National Association, a national banking association described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said national banking association.



Notary Public

LISA J. HREZIK
Notary Public, State of Ohio
My Commission Expires June 6, 2002

TRADEMARK GRANT OF SECURITY INTEREST

SCHEDULE A

Schedule A to Trademark Grant of Security Interest, dated April 23, 2002, by and between Acero, Inc. and KeyBank National Association.

® REGISTERED TRADEMARKS

<i>Serial #</i>	<i>Mark</i>	<i>Status</i>
75460271	SECANT EXTREME	Registration #: 2383786

™ NON-REGISTERED TRADEMARKS IN PROCESS OF REGISTRATION (®)

<i>Serial #</i>	<i>Mark</i>	<i>Status</i>
75460071	BUSINESS BEANS	2001-10-09: Notice of allowance mailed
76156034	TIME-TO-ADVANTAGE	2001-11-13: Notice of allowance mailed
76185275	MODELMETHODS	2002-02-07: to be published for opposition
76358145	ACERO	2002-01-25: not yet assigned to examiner

™ NON-REGISTERED TRADEMARKS

<i>Mark</i>	<i>First Use</i>
SmartFarm	Secant: 2001-01-29
From Model to Reality	Secant: 2001-04-11
Model-Driven Infrastructure	Secant: 2001-01-16 (also used by Acero)
Unifying the Points of Discovery	Acero: 2002-03-12
Science-Intelligent	Acero: 2002-03-12

ABANDONED TRADEMARKS

<i>Serial #</i>	<i>Mark</i>	<i>Status</i>
76155752	EXPONENTIAL	DEAD (never completed registration)