

05-13-2002

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



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102087318

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

1. Name of conveying party(ies): ManagdOps, Inc. 5-1-02. 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 receiving party(ies) Name: Great Hill Equity Partners Limited Partnership Internal Address: Street Address: One Liberty Square City: Boston State: MA Zip: 02109 Individual(s) citizenship, Association, General Partnership, Limited Partnership Delaware, Corporation-State, Other. If assigned is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designation must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment, Merger, Security Agreement, Change of Name, Other Notice of Security Interest. Execution Date: April 11, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) See attached schedule. Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Miriam J. Rovner, Senior Legal Assistant Internal Address: Street Address: Goodwin Procter LLP Exchange Place City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41) \$115.00 Enclosed, Authorized to be charged to deposit account. 8. Deposit account number: 07-1700 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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. Michael C. Betts Signature Date April 30, 2002 Name of Person signing Signature Date Total number of pages include cover sheet, attachments, and document: 8

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

OFFICE OF PATENT RECORDS 2002 MAY -1 AM 8:48 P FINANCE SECTION 05/10/2002 LABELLER 0000057 237/465 01 FC:481 02 FC:482

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

2. (Cont.) – Additional name and address of Receiving Party:

Name: Great Hill Investors, LLC

Address: One Liberty Square

City: Boston

State: MA

Zip Code: 02109

A Massachusetts limited liability company

SCHEDULE 2-A

MANAGEDOPS.COM, INC.

TRADEMARKS

REGISTERED TRADEMARKS

<u>TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
Managed Operations	2,377,485	8-15-2000
T Logo	2,399,360	10-31-2000
RapidSuccess	2529548	1-15-2002

PENDING TRADEMARKS

<u>TRADEMARK</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>
ManagedOps.com	76047795	5-15-2000

EXHIBIT E

NOTICE OF SECURITY INTEREST

(Trademarks)

WHEREAS, ManagedOps.com, Inc., a Delaware corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 2-A, which trademarks are registered in the United States Patent and Trademark Office, or are applications pending in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to Great Hill Equity Partners Limited Partnership and Great Hill Investors, LLC (collectively herein referred to as "Assignee"), pursuant to the Notes (each as defined in the Agreement) and has entered into a Security Agreement dated the date hereof (the "Agreement") with Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registration thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of any obligation owned to Assignee pursuant the Purchase Agreement (as defined in the Agreement), the Notes, or any related document now or hereafter owing by the Assignor (the "Obligations").

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further grant to Assignee a security interest in, and

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NOTICE OF SECURITY INTEREST

(Trademarks)

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WHEREAS, Assignor is obligated to the Purchasers (collectively herein referred to as "Assignee"), pursuant to the Notes (each as defined in the Agreement) and has entered into a Security Agreement dated the date hereof (the "Agreement") with Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registration thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of any obligation owned to Assignee pursuant the Purchase Agreement (as defined in the Agreement), the Notes, or any related document now or hereafter owing by the Assignor (the "Obligations").

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further grant to Assignee a security interest in, and

mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations (or any guaranty thereof) now or hereafter owing by the Assignor.

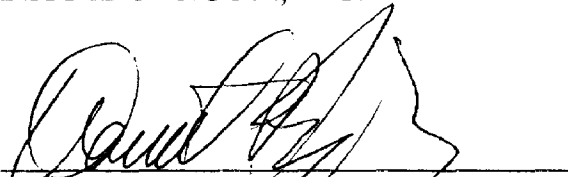
Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as is fully set forth herein.

Assignor's address is Eight Commerce Drive, Bedford, NH 03110.

IN WITNESS WHEREOF, Assignor has caused this Notice of Security Interest to be duly executed by its officer thereunto duly authorized as of the 11th day of April, 2002.

MANAGEDOPS.COM, INC.

By:



Name: Daniel P. Taylor
Title: Chief Executive
Officer

STATE OF NEW HAMPSHIRE)

COUNTY OF Hillsborough)

On this 11th day of April, 2002, before me appeared Daniel P. Taylor to me personally known, who, being by me duly sworn, did depose and say that he is the Chief Executive Officer of ManagedOps.com, Inc., the corporation named in and which executed the foregoing instrument; that being duly authorized he did execute the foregoing instrument on behalf of the corporation therein named; and that the foregoing instrument is the free and authorized act and deed of said corporation.

Given under my hand and seal in Bedford, NH, this 11th day of April, 2002.

Notary Public R. S. M. Hehl

My commission Expires: 2/18/03
(Seal)

SCHEDULE 2-A

MANAGEDOPS.COM, INC.

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