

RECORDATION FORM COVER SHEET

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102374993

To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

Name of conveying party(ies):

Veritas DGC, Inc.

Name of receiving party(ies)

Name: Deutsche Bank AG, New York Branch,
as agent

Internal Address:

Street Address: 31 West 52nd St.

City: New York State: NY ZIP: 10022

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State DE

Other

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

Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Execution Date: February 14, 2003

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

Application number(s) or patent number(s):

A. Trademark Application No.(s)

2554898

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 240.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

02/27/2003 ECDOPER 00000011 2554898

DO NOT USE THIS SPACE

FD-3521

40.00 IP
200.00 IP

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.

Laura Konrath

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 002679 FRAME: 0342

U.S. TRADEMARK REGISTRATIONI. SCHEDULE OF U.S. TRADEMARK REGISTRATIONS

<u>Registered Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Veritas DGC	2554898	4/2/02
Veritas	2554901	4/2/02

II. SCHEDULE OF PENDING APPLICATIONS FOR U.S. TRADEMARK
REGISTRATIONS ON THE BASIS OF USE IN COMMERCE
UNDER 17 USC §1051(a)

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
RC2	78/140,796	7/2/02
RC2 and Design	78/140,803	7/2/02

III. SCHEDULE OF PENDING APPLICATIONS FOR U.S. TRADEMARK
REGISTRATION ON THE BASIS OF INTENT TO USE THE
MARK IN COMMERCE UNDER 17 USC §1051(b)

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
Veritas Geo-Services	76/410,672	5/22/02
ENOVEX	78/107,089	2/6/02
ENOVX	78/107,086	2/6/02
ANTERO	78/140,784	7/2/02
Smart Answers to Complex Questions	78/140,809	7/2/02

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GRANT OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS AND PATENTS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Veritas DGC Inc., a Delaware corporation (the "Grantor") with principal offices at 10300 Town Park, Houston, Texas 77072, hereby grants to Deutsche Bank AG, New York Branch, as Administrative Agent, with principal offices at 31 West 52nd Street, New York, New York 10022 (the "Grantee"), for the benefit of the Secured Creditors (as defined in the Security Agreement referred to below), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Grantor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

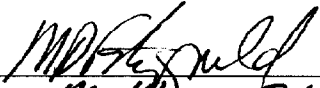
THIS GRANT is made to secure the full and prompt performance and payment of all the Obligations of the Grantor, as the term "Obligations" is defined in the Security Agreement between the Grantor, the other assignors party thereto and the Grantee, dated as of February 14, 2003 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Promptly following the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest granted herein and re-assigning the Marks and Patents acquired under this Grant to the Grantor.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict or be inconsistent with the Security Agreement, the provisions of the Security Agreement shall govern.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Agreement in United States Patents and Trademarks as of the 14th day of February, 2003.

VERITAS DGC. INC.,
as Grantor

By: 
Name: Matthew Fitzgerald
Title: Chief Financial Officer

DEUTSCHE BANK AG, NEW YORK
BRANCH, as Administrative Agent, as
Grantee

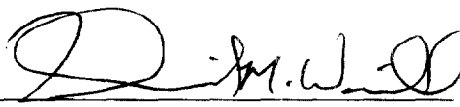
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Agreement in United States Patents and Trademarks as of the 14th day of February, 2003.

VERITAS DGC. INC.,
as Grantor

By: _____
Name: _____
Title: _____

DEUTSCHE BANK AG, NEW YORK
BRANCH, as Administrative Agent, as
Grantee

By: 
Name: DAVID M. WAILL
Title: MANAGING DIRECTOR

STATE OF Illinois)

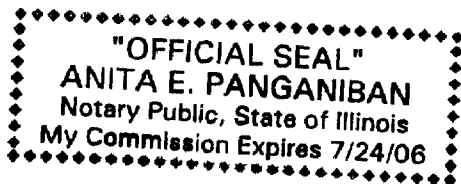
) ss.:

COUNTY OF Cook)

On this 14th day of February, 2003 before me personally came Matthew D. Fitzgerald, who being duly sworn, did depose and say that he is Executive Vice President, Chief Financial Officer and Treasurer of Veritas DGC Inc., that he is authorized to execute the foregoing Grant of Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Anita E. Panganiban

Notary Public



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ENOVX	78/107,086	2/6/02
ANTERO	78/140,784	7/2/02
Smart Answers to Complex Questions	78/140,809	7/2/02

U.S. PATENT REGISTRATION

Country	Title	Application No./ Filing Date	Patent No./ Issue Date	Assignee	Priority Date	Expiration Date	Status
U.S.A.	Satellite-Based Seismic Mobile Information and Control System	60/131,906 04/30/99	Pending	Veritas DGC Inc.	4/30/99		Application Pending
U.S.A.	Safety Limiter for Powered Vehicles	09/237,319 01/26/99	6,253,143	Veritas DGC Inc.	01/26/99		Issued
U.S.A.	Battery Charger with Improved Reliability	09/208,137 12/09/98	6,177,780	Veritas DGC Inc.	12/09/98		Issued
U.S.A.	Satellite-Based Seismic Mobile Information and Control System	09/558,990 04/27/00	Pending	Veritas DGC Inc.	04/30/99		Application Pending
U.S.A.	Hydrophone Array Polarity Test Circuit	85/744,323 06/13/85	4,656,615 04/07/87	Digicon Inc. (now Veritas DGC Inc.)	06/13/85	06/13/05	Issued
U.S.A.	Marine Seismic Streamer Cable	83/483,623 04/11/83	4,538,251 08/27/85	Digicon Inc. (now Veritas DGC Inc.)	03/04/83	04/11/03	Issued

Country	Title	Application No./ Filing Date	Patent No./ Issue Date	Priority Date	Expiration Date	Status
U.S.A.	Quad Limiter (Related to Safety Limiter...)		Unfiled			Unfiled
U.S.A.	Integrated Fractured Reservoir Characterization	60/414,434 9/27/02	Pending		09/27/03	Provisional
U.S.A.	Integrated Fractured Reservoir Characterization		Unfiled	9/27/02		Unfiled (Conversion to be filed)
U.S.A.	Reliable Solid Marine Fairing	10/226,852 8/23/02	Pending			Application Pending
U.S.A.	Geophone Keyway Tee Protective Casing	10/054,254 1/22/02	Pending			Application Pending