

04-10-2003

Docket No.:

18665-00001

3-24-03 TRA



Tab settings

To the Honorable Commissioner of Patents and

102415210

original documents or copy thereof.

1. Name of conveying party(ies):

Accela Communications, Inc.

- Individual(s)
- General Partnership
- Corporation-State Massachusetts
- Other

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

2. Name and address of receiving party(ies):

Name: ACI Investments, Inc.

Internal Address:

Street Address: 5 Speen Street

City: Framingham State: MA ZIP: 01701

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

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

OFFICE OF PUBLIC RECORDS
2003 MAR 24 AM 9:30
FINANCE SECTION

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 14, 2003

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

A. Trademark Application No.(s)

78/153,173 78/136,193
78/136,166 78/063,396
78/034,522

B. Trademark Registration No.(s)

2,384,891 2,617,095
2,551,265
2,187,976

Additional numbers Yes No

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

Name: Jenifer E. Haeckl, Esq.

Internal Address:

Street Address: Mirick O'Connell DeMallie & Lougee

1700 West Park Drive

City: Westborough State: MA ZIP: 01581

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:

50-1582

04/09/2003 ECLIPSE 00000189 78153173

DO NOT USE THIS SPACE

01 FC:8521 40.00 DP
02 FC:8522 200.00 DP

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.

Jenifer E. Haeckl, Esq.

Name of Person Signing

Jenifer Haeckl
Signature

3/20/03
Date

Date

Total number of pages including cover sheet, attachments, and

TRADE MARK

000012602
ECLIPSE
04/09/2003
CHECK Refund Total: \$25.00

GRANT OF SECURITY INTEREST

(Trademarks)

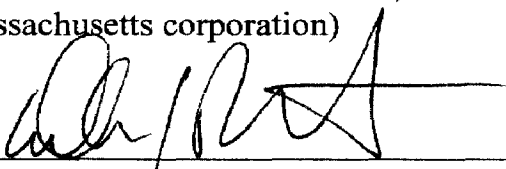
WHEREAS, Accela Communications, Inc., a Massachusetts corporation formerly known as BER, Inc. and having its principal office at 118 Turnpike Road, Southborough, Massachusetts 01772 ("Grantor"), has the trademark registrations listed on Schedule I attached hereto and trademark applications listed on Schedule II attached hereto filed in the United States Patent and Trademark Office (collectively the "Trademarks"); and

WHEREAS, Grantor has entered into an Asset Purchase Agreement dated as of January 31, 2003 (the "Agreement") pursuant to which Grantor has granted a security interest in substantially all of its assets in favor of ACI Investments, Inc., a Delaware corporation formerly known as Accela Communications, Inc. (the "Grantee"), in order to secure the prompt and complete payment, observance and performance of Grantor's obligations under the Working Capital Note and the Purchase Note (as defined in the Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Grantee a security interest in, and mortgage on, all right, title, and interest of Grantor in and to the Trademarks, and the applications and registrations thereof, together with the goodwill of the business connected with the use of and symbolized by the Trademarks, and all proceeds thereof, including, without limitation, any and all royalties for any licenses thereof (the "Collateral"), to secure the prompt and complete payment, performance and observance of the Obligations, as defined in the Agreement. Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the grant of the security interest in 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 if fully set forth herein.

IN WITNESS WHEREOF, Grantor has caused this Grant of Security Interest to be duly executed by its officer thereunto duly authorized as of this ___ day of February, 2003.

ACCELA COMMUNICATIONS, INC.
(a Massachusetts corporation)

By: 
Name: WILLIAM J. REINSTEIN
Title: CEO

COMMONWEALTH OF MASSACHUSETTS)
) SS.
COUNTY OF Middlesex)

On this 4th day of February, 2003 before me personally appeared William Reinstein, to me known, who being by me duly sworn according to law, on his oath stated that he is the President of Accela Communications, Inc. and acknowledged that he signed, sealed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation.

Lisa A. Smith
Notary Public

My Commission Expires: October 21, 2005

Trademark Registrations

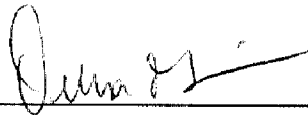
| Trademark | Registration No. |
|------------------------------------|-------------------------|
| ENABLING THE NEW ENTERPRISE ONLINE | 2384891 |
| IT WORLD | 2187976 |
| IT WORLD.COM (and design) | 2617095 |
| ITWEBCAST | 2551265 |

Trademark Applications

| Trademark | Application No. |
|--|------------------------|
| ACCELACAST | 78/153173 |
| CHANGING THE WAY YOU VIEW IT | 78/034522 |
| LEADS LEAD EVALUATION AND DELIVERY SYSTEM | 78/136166 |
| LEADS LEAD EVALUATION AND DELIVERY SYSTEM (and design) | 78/136193 |
| LEADSTREAM WEBCASTS | 78/063396 |

CERTIFICATE OF FIRST-CLASS MAILING

I hereby certify that the attached Security Agreement is being deposited with the United States Postal Service, First-Class Mail, on this 20th day of March, 2003, in an envelope addressed to Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.



Debra T. Hindman

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RECORDED: 03/24/2003

TRADEMARK
REEL: 002708 FRAME: 0674