

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ICT Group, Inc.		12/02/2003	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Administrative Agent
Street Address:	101 N. Tryon Street
Internal Address:	Attn: Michael Brashler
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	76526497	ICT INTERACTIVE

CORRESPONDENCE DATA	
Fax Number:	(919)286-8199
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	919 286-8122
Email:	PTO_TMconfirmation@mvalaw.com
Correspondent Name:	Moore & Van Allen PLLC
Address Line 1:	2200 West Main Street
Address Line 2:	Suite 800
Address Line 4:	Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625.2513
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NAME OF SUBMITTER:	Steven D. Thomas
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Total Attachments: 3
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of December 2, 2003 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ICT GROUP, INC.,
a Pennsylvania corporation

By: 

Name: Vincent A. Paccapaniccia

Title: Chief Financial Officer, Assistant Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____

Name:

Title:

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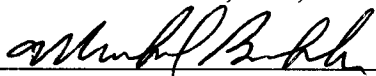
Very truly yours,

ICT GROUP, INC.,
a Pennsylvania corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: Michael Brashler
Title: Vice President

Schedule 1

**ICT Group, Inc.
(Pennsylvania Corporation)**

U.S. Trademark

Pending Application

Mark	Application No.	Filing Date
ICT INTERACTIVE	76526497	6/20/03