

12/18/03

12-29-2003

Form PTO-1594  
1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

102633615

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

1. Name of conveying party(ies):  
Meridian IQ, Inc.

Individuals  Association  
 General Partnership - Corporation-State -  Limited Partnership  
 Other Delaware Limited Liability Company

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

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

Name: Deutsche Bank AG, New York Branch  
 Internal Address: \_\_\_\_\_  
 Street Address: 60 Wall Street, MS NYC60-4305  
 City: New York State: NY ZIP: 10005-2858

3. Nature of conveyance:

Assignment  Merger  
 Security Interest  Change of Name  
 Other \_\_\_\_\_

Execution Date: December 11, 2003

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation- \_\_\_\_\_  
 Other Collateral Agent

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)

Additional numbers attached?  Yes  No

Trademark Registration No.(s)  
2359522 2724960  
2375251  
2724961  
2724962

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Meredith Schorr  
 Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas  
 City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved: 5

7. Total fee (37 CFR 3.41): ..... \$ 140.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-1705 (in event of deficiency)  
 (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.*

Meredith Schorr Meredith Schorr 12/18/03  
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Mail Stop Assignment Recordation Services**  
**Director of US Patent and Trademark Office**  
**PO Box 1450**  
**Alexandria, VA 22313-1450**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

FINANCE SECTION  
 DEC 12 11:02  
 10005-2858

00000124 2359522  
 12/24/2003 09:58:15  
 40.00 OP  
 100.00 OP  
 01 FC1852  
 02 FC1852

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, MERIDIAN IQ, INC., a Delaware limited liability company (the "Grantor") with principal offices at 10990 Roe Avenue, Overland Park, Kansas 66211, hereby grants to DEUTSCHE BANK AG, NEW YORK BRANCH, as Collateral Agent, with principal offices at 60 Wall Street, MS NYC60-4305, New York, New York 10005-2858, (the "Grantee"), 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 Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 11, 2003 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of 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 in the Marks acquired under this Grant.

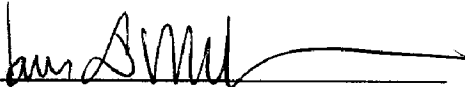
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated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

**[Remainder of this page intentionally left blank; signature page follows]**


IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

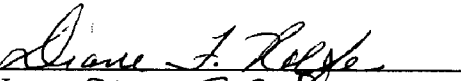
11<sup>th</sup> day of December, 2003.

MERIDIAN IQ, INC., Grantor

By   
Name: **JAMES D. MCMULLEN**  
Title: **VICE PRESIDENT**

DEUTSCHE BANK AG, NEW YORK BRANCH,  
as Collateral Agent and Grantee

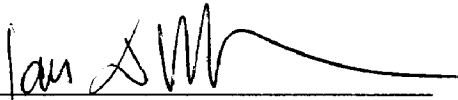
By   
Name: **Marguerite Sutton**  
Title: **Vice President**

By   
Name: **Diane F. Rolfe**  
Title: **VICE PRESIDENT**


IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

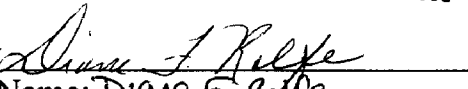
11<sup>th</sup> day of December, 2003.

MERIDIAN IQ, INC., Grantor

By   
Name: **JAMES D. MCMULLEN**  
Title: **VICE PRESIDENT**

DEUTSCHE BANK AG, NEW YORK BRANCH,  
as Collateral Agent and Grantee

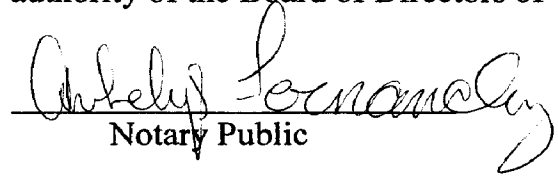
By   
Name: **Marguerite Sutton**  
Title: **Vice President**

By   
Name: **Diane F. Lofe**  
Title: **VICE PRESIDENT**

STATE OF NEW YORK     )  
                                      ) ss.:

COUNTY OF NEW YORK    )

On this 11<sup>th</sup> day of December, 2003, before me personally came James D. McMullen who, being by me duly sworn, did state as follows: that [s]he is the President of MERIDIAN IQ, INC., that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

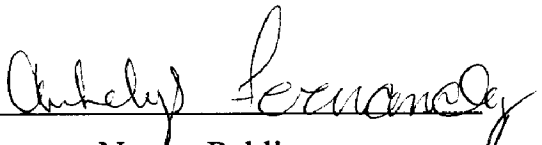
  
Notary Public

ANHELYS FERNANDEZ  
Notary Public, State of New York  
No. 01FE6048139  
Qualified in New York County  
Commission Expires Sept. 18, 2006

STATE OF NEW YORK )  
 ) ss:

COUNTY OF NEW YORK )

On this 11<sup>th</sup> day of December, 2003, before me personally came Marquente Sutton, who being duly sworn, did depose and say that [s]he is Vice President of DEUTSCHE BANK AG, NEW YORK BRANCH, that [s]he is authorized to execute the foregoing Grant on behalf of said entity and that [s]he did so by authority of the Board of Directors of said entity.

  
Notary Public

ANHELYS FERNANDEZ  
Notary Public, State of New York  
No. 01FE6048139  
Qualified in New York County  
Commission Expires Sept. 18, 2006

STATE OF NEW YORK )  
 ) ss:

COUNTY OF NEW YORK )

On this 11<sup>th</sup> day of December, 2003, before me personally came  
Diane F. Roffe, who being duly sworn, did depose and say that [s]he is  
Vice President of DEUTSCHE BANK AG, NEW YORK BRANCH, that [s]he is  
authorized to execute the foregoing Grant on behalf of said entity and that [s]he did so by  
authority of the Board of Directors of said entity.

  
Notary Public

ANHELYS FERNANDEZ  
Notary Public, State of New York  
No. 01FE6048139  
Qualified in New York County  
Commission Expires Sept. 18, 2006

SCHEDULE OF MARKS AND APPLICATIONS

<u>Owner</u>	<u>Marks</u>	<u>Country</u>	<u>Registration No./ Serial No.</u>
Meridian IQ, LLC	EXACT	United States	Ser.# 2,359,522
Meridian IQ, LLC	EXACT EXPRESS and Design	United States	Ser.# 2,375,251
Meridian IQ, LLC	YELLOW GLOBAL	United States	Reg # 2,724,961
Meridian IQ, LLC	YELLOW GLOBAL and Design	United States	Reg.# 2,724,962
Meridian IQ, LLC	YELLOW GLOBAL and Orbit Design	United States	Reg.# 2,724,960