

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies): INFOCROSSING SERVICES, INC.

- Individual(s) Association General Partnership Limited Partnership Corporation-State DE Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 07/29/2004

2. Name and address of receiving party(ies)

Name: CAPITALSOURCE FINANCE LLC, as Agent

Internal Address: 12th Floor

Street Address: 4445 Willard Avenue

City: Chevy Chase State: MD Zip: 20815

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other DE limited liability company

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

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

A. Trademark Application No.(s) n.a.

B. Trademark Registration No.(s) 2326696

Additional number(s) attached Yes No

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

Name:

Attn: Penelope J.A. Agodoa Federal Research Company, LLC 1030 15th Street, NW, Suite 920 Washington, DC 20005 202.783.2700

Street Address:

City: State: Zip:

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-3155

DO NOT USE THIS SPACE

9. Signature.

Penelope S. Johnson Name of Person Signing

Penelope S. Johnson Signature

09/08/2004 Date

Total number of pages including cover sheet, attachments, and document 3

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

CH \$40.00 503155 2326696

**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Guaranty and Security Agreement dated as of July 29, 2004 (the "Agreement") by and among Infocrossing Services, Inc., a Delaware corporation (the "Obligor"), certain of Obligor's affiliates, and CapitalSource Finance LLC, as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the Obligor has granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
2326696	MAILWATCH	March 7,2000

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademark (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

INFOCROSSING SERVICES, INC., a
Delaware corporation

By: 

Name: WILLIAM J. McHALE

Title: VICE PRESIDENT

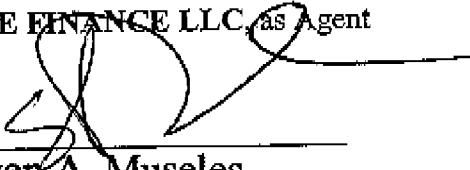
Acknowledged and Accepted:

Notice of Grant of Security Interest –
Infocrossing Services, Inc.

[NY936559.1]

**TRADEMARK
REEL: 002934 FRAME: 0279**

CAPITALSOURCE FINANCE LLC, as Agent

By: 
Name: Steven A. Museles
Title: Senior Vice President

Notice of Grant of Security Interest –
Infocrossing Services, Inc.

|NY936559.1|

RECORDED: 09/10/2004

TRADEMARK
REEL: 002934 FRAME: 0280