

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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


<p>1. Name of conveying party(ies): <u>NaviSvs. Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input checked="" type="checkbox"/> Corporation - <u>Delaware</u> <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other -</p> <p>Execution Date: <u>September 7, 2004</u></p>	<p>2. Name and address of receiving party(ies) Name: <u>Highbridge/Zwirn Special Opportunities Fund, L.P.</u> Internal Address: <u>745 Fifth Avenue, 18th Floor</u></p> <p>Street Address: City: <u>New York</u> State: <u>NY</u> Zip: <u>10151</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____</p> <p><input checked="" type="checkbox"/> Limited Partnership - <u>Delaware</u> <input type="checkbox"/> Corporation <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p>
<p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Daniel Angel, Esq.</u> Internal Address: <u>Schulte Roth & Zabel LLP</u></p> <p>Street Address: <u>919 Third Avenue</u></p> <p>City: <u>New York</u> State: <u>N.Y.</u> Zip: <u>10022</u></p>	<p>6. Total number of applications and registrations involved: 12</p> <p>7. Total fee (37 CFR 3.41)..... \$ <u>315.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>500675 - Schulte Roth & Zabel LLP</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Daniel Angel, Esq.  **September 13, 2004**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 12

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

CH \$315.00 500675 76574609

Schedule

<u>Country</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
USA	HOW INSURERS PROFIT FROM TECHNOLOGY	2856348	11-13-01	6-22-04
USA	LIFECAD	1809964	7-23-92	12-7-93
USA	LIFECAD/MP	2127674	1-6-96	1-6-98
USA	LIFECAD/MULTIPLATFORM	2068886	1-6-96	6-10-97
USA	LIFECAD/STRATA	2369887	6-10-98	7-25-00
USA	NAVISYS	2334700	8-18-98	3-28-00
USA	NAVISYS	2641434	8-19-98	10-29-02
USA	NAVISYS FRONT OFFICE	2701773	1-25-01	4-1-03
USA	NAVISYS HOME OFFICE	2684452	1-25-01	2-4-03
USA	NAVISYS PAYOUT	Pending: 76/574609	2-9-04	N/A
USA	PROFIT FROM TECHNOLOGY	2805451	11-13-01	1-13-04
USA	STREAMLINE, SIMPLIFY, SUCCEED	Pending: 76/544280	9-12-03	N/A

ASSIGNMENT FOR SECURITY (TRADEMARKS)

WHEREAS, NaviSys, Inc. (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated as of September 7, 2004 (the "Security Agreement"), in favor of Highbridge/Zwim Special Opportunities Fund, L.P., as agent for itself and certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of itself and the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of itself and the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of itself and the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of September __, 2004.


NAVISYS, INC.

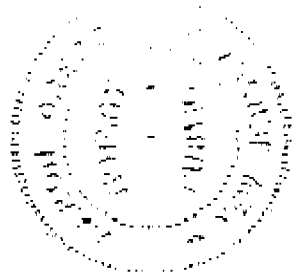
By: *Markin J. Veilleux*
Name: *Markin J. Veilleux*
Title: *CFO*

(Assignment for Security (Trademarks))

STATE OF N.J.
COUNTY OF Middlesex ss.:

On this ___ day of September, 2004, before me personally came Martin J. Veilleux to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the CEO of NAVISYS, INC., a Delaware corporation, and that he executed the foregoing instrument in the firm name of NAVISYS, INC., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.


AARON CREGG
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 7/2/2007



{Assignment for Security (Trademarks)}

Schedule 1A

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