

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Shenandoah Electronic Intelligence, Inc.		02/09/2005	CORPORATION: VIRGINIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wachovia Bank, National Association, as Administrative Agent		
<b>Street Address:</b>	201 South College Street		
<b>Internal Address:</b>	CP-8		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28288		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1814169	SHENANDOAH ELECTRONIC INTELLIGENCE, INC.	
Registration Number:	1692085	SEI	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(919)416-8339		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	919 286-8049		
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com		
<b>Correspondent Name:</b>	Moore & Van Allen PLLC		
<b>Address Line 1:</b>	430 Davis Drive		
<b>Address Line 2:</b>	Suite 500		
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27650		
<b>NAME OF SUBMITTER:</b>	Charles L. Evans		
<b>Signature:</b>	/Charles L. Evans/		

OP \$65.00 1814169

Date:

03/30/2005

**Total Attachments: 4**

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NOTICE OF  
GRANT OF SECURITY INTEREST  
IN TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of February 9, 2005 (the "Security Agreement") by and among the Obligor thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of <u>Trademark</u>	<u>Date of Trademark</u>
	See Attached Schedule 1	

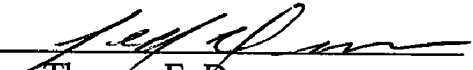
TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Application</u>
	See Attached Schedule 1	

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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,

SHENANDOAH ELECTRONIC  
INTELLIGENCE, INC., a Virginia  
corporation

By:   
Name: Thomas E. Dunn  
Title: Executive Vice President & CFO

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By: \_\_\_\_\_  
Name: Scott Santa Cruz  
Title: Director

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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,

SHENANDOAH ELECTRONIC  
INTELLIGENCE, INC., a Virginia  
corporation

By: \_\_\_\_\_

Name: Ray J. Oleson

Title: Chairman and Chief Executive Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By: \_\_\_\_\_

Name: Scott Santa Cruz

Title: Director

**SHENANDOAH ELECTRONIC INTELLIGENCE, INC.**  
**(Virginia Corporation)**

**U.S. Registered Trademarks**

Mark	Registration No.	Registration Date
SHENANDOAH ELECTRONIC INTELLIGENCE, INC.	1814169	12/28/93
SEI	1692085	6/9/92