

¹ Form **P'l'0-1594** (Rev. 06/04) OMB Collection 0651-0027 (exp. 6/30/2005) 02-09-2005

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

RECOF	
To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.	
1. Name of conveying party(ies)/Execution Date(s):	2. Name and address of receiving party(ies) Yes
Brainstorm Networks, Inc.	Additional names, addresses, or citizenship attached?
	Name: HSBC Bank USA, National Association
☐ Individual(s) ☐ Association	Internal Address:
General Partnership Limited Partnership	Street Address: 452 Fifth Avenue
Corporation-State - California	City: New York
☐ Other	State: New York
Citizenship (see guidelines)	Country: USA Zip 10018
Execution Date(s) December 21, 2004	Association Citizenship
Additional names of conveying parties attached? Yes No	General Partnership Citizenship
3. Nature of conveyance	Limited Partnership Citizenship
	Corporation Citizenship
-	Other - Citizenship Second-Lien Collateral Agent
Security Agreement Change of Name	If assignee is not domiciled in the United States, a domestic
Other Second-Lien Grant of Security Interest	representative designation is attached: Yes No
	(Designations must be a separate document from assignment)
4. Application number(s) or registration number(s) and identification or description of the Trademark.	
A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	2421839
	2265901 2504425
	Additional sheet(s) attached? Yes No
C. Identification or Description of Trademark(s) (and Filing Date if Ap	
 Name & address of party to whom correspondence concerning document should be mailed; 	6. Total number of applications and registrations involved:
Name: Meredith Schorr	
Internal Address: c/o White & Case LLP	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$90.00
	Authorized to be charged by credit ard
Street Address: 1155 Avenue of the Americas	Authorized to be charged to deposite account
	⊠ Enclosed ¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬¬
City: New York	8. Payment Information:
State: New York Zip 10036	a. Credit Card Last 4 Numbers
Phone Number: (212) 819-8753	Expiration Date TT
Fax Number: (212) 354-8113	b. Deposit Account Number 23-1705
Email Address: trademarkdocket@whiteopse.com	Authorized User Name Meredith Schorr
9. Signature:	1011
Signature Date	
Meredith Schorr	Total number of pages including cover 8
Name of Person Signing	sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria VA 22313-1450

02/08/2005 ECOOPER 00000093 2421839

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NEWYORK 4639606 (2K)

SECOND-LIEN GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of

which are hereby acknowledged, Brainstorm Networks, Inc., a California corporation (the

"Grantor") with principal offices at 105 Carnegie Center, Princeton NJ 08540, hereby grants to

HSBC Bank USA, National Association, as Second-Lien Collateral Agent, with principal offices

at 452 Fifth Avenue, New York, New York 10018, (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 21, 2004 (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

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Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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

day of December, 2004.

BRAINSTORM/NETWORKS, INC., Grantor

ву:__

Title: /

Chief Financial Officer and

Executive Vice President

STATE OF The Josh ss.:

On this 2 day of December, 2004, before me personally came Patrick T. Hogan who, being by me duly sworn, did state as follows: that he is the Executive Vice President and Chief Financial Officer of Brainstorm Networks, Inc., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Notary Public

JESSICA SHERWOOD NOTARY PUBLIC, State of New York No. 01SH6096014 Qualified in New York County Commission Expires July 21, 2007 HSBC BANK USA, NATIONAL ASSOCIATION, as Second-Lien Collateral Agent and Grantee

Name:

Name: STEPHEN FERRERAL VICE PRESIDENT

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Second-Lien Trademark Grant

STATE OF NEW YORK)

ss:

COUNTY OF NEW YORK)

On this 21st day of December, 2004, before me personally came Stephen Ferrera who, being by me duly sworn, did state as follows: that he is Vice President of HSBC Bank USA, National Association, that he is authorized to execute the foregoing Grant on behalf of said national banking association and that he did so by authority of the Board of Directors of said national banking association.

KATHY OUDJIJE

NOTARY PUBLIC, State of New York No. U01QU6069195 Qualified in New York County Commission Expires Jan. 22, 2006

RECORDED: 02/03/2005