2/3/05

Form **PTO-1594** (Rev. 06/04) OMB Collection 0651-0027 (exp. 6/30/2005) 02-09-2005

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

102936461			
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)		
Unet Holding, Inc.	Additional names, addresses, or citizenship attached?		
	Name: HSBC Bank USA, National Association		
☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation-State - Delaware ☐ Other ☐ Other ☐ Citizenship (see guidelines) Execution Date(s) ☐ December 21, 2004 Additional names of conveying parties attached? ☐ Yes ☒ No 3. Nature of conveyance ☐ Merger ☐ Assignment ☐ Merger ☐ Security Agreement ☐ Change of Name ☒ Other Second-Lien Grant of Security Interest	Internal Address: Street Address: 452 Fifth Avenue City: New York State: New York Country: USA Association General Partnership Citizenship Limited Partnership Citizenship Corporation Citizenship Corporation Citizenship Second-Lien Collateral Agent 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)		
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)		
75/103854	Additional sheet(s) attached? Yes No		
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): 5. Name & address of party to whom correspondence concerning document should be mailed. 6. Total number of applications and registrations involved:			
document should be mailed: Name: Meredith Schorr	registrations involved.		
Internal Address: c/o White & Case LLP	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00 Authorized to be charged by credit card Authorized to be charged to deposit account		
Street Address: 1155 Avenue of the Americas	∑ 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 C		
Fax Number: (212) 354-8113	b. Deposit Account Number 23-1705 Authorized User Name Meredith Schorr		
Email Address: trademarkdocket@ whitecase.com			
9. Signature:	2/3/0 s		
Meredith Schorr Name of Person Signing	Total number of pages including cover 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

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SECOND-LIEN GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of

which are hereby acknowledged, UNET Holding, Inc., a Delaware 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.

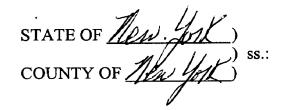
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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 21^{st} day of December, 2004.

UNET HOLDING, INC.,

Name: Patrick T. Hogan
Title: Chief Emphered Officer and
Executive Vice President



On this Aday 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 UNET Holding, 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 Gollateral Agent and Grantee

Name:

Title:

STEPHEN FERRERA 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.

No. U01QU6069195

Qualified in New York County

Commission Expires Jan. 22, 2006

MARK

REG. NO.

REG. DATE

INTERPORT & Design (This mark is not currently in use)	75/103,854	May 14, 1996

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RECORDED: 02/03/2005