

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VeriCenter, Inc.		10/20/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Partners for Growth, L.P.		
Street Address:	180 Pacific Avenue		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94111		
Entity Type:	PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2565994	VERICENTER	
Registration Number:	2776055	VERICENTER	
CORRESPONDENCE DATA			
Fax Number:	(415)358-4780		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	415-381-3283		
Email:	bg2@greenspan.org		
Correspondent Name:	Benjamin Greenspan		
Address Line 1:	620 Laguna Road		
Address Line 4:	Mill Valley, CALIFORNIA 94941		
ATTORNEY DOCKET NUMBER:	PFG-VERICENTER		
NAME OF SUBMITTER:	Benjamin Greenspan		
Signature:	/bg2/		
Date:	11/02/2005		

OP \$65.00 2565994

Total Attachments: 3

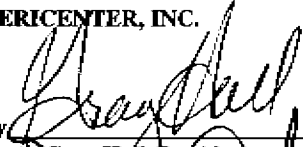
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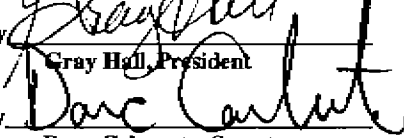
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Assignor:

VERICENTER, INC.

By 
 Gray Hall, President

By 
 Dave Colesante, Secretary

Assignee:

PARTNERS FOR GROWTH, L.P.

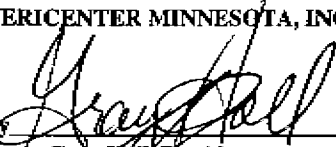
By _____

Name: _____

Title: **Manager, Partners for Growth, LLC**
Its General Partner

Assignor:

VERICENTER MINNESOTA, INC.

By 
 Gray Hall, President

By 
 Eric Mattson, Secretary

EXHIBIT A

**FORM OF
TRADEMARK COLLATERAL AGREEMENT AND NOTICE**

This Trademark Collateral Agreement and Notice dated as of October 20, 2005, is between each of VeriCenter, Inc., a Delaware corporation with its principal place of business at 757 N. Eldridge Pkwy, Suite 200, Houston, TX 77079, and VeriCenter Minnesota, Inc., a Minnesota corporation with its principal place of business at 1125 Energy Park Drive, Suite 100, St. Paul, MN 55108 (collectively, "Assignor") and Partners for Growth, L.P., 180 Pacific Avenue, San Francisco, CA 94111 ("Assignee") pursuant to a Term Loan and Security Agreement and Revolving Loan and Security Agreement dated October 20, 2005, by and between Assignor and Assignee and pursuant to certain other loan documents referenced therein (collectively, the "Loan Documents").

WHEREAS, Assignor is the owner of certain trademarks, including all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized thereby, as listed on Exhibit 1 hereto (the "Marks"); and

WHEREAS, Assignee has agreed to extend certain credit to Assignor on condition that the Assignor pledge and grant to Assignee as collateral for the Obligations (as defined in the Loan Documents) a security interest and lien in and to the Marks and all proceeds thereof and all other related claims and rights as more fully described in a certain Intellectual Property Security Agreement (the "Security Agreement") in favor of the Assignee dated October 20, 2005, by and among Assignor and Assignee;

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Assignor hereby pledges and grants to Assignee a security interest and lien in and to the Marks and all proceeds thereof and gives notice of such security interest and the existence of such Security Agreement providing therefor.

[SIGNATURE PAGE FOLLOWS]

Executed as of the date first above written.

EXHIBIT 1
VeriCenter, Inc.
Trademark Schedule

U.S. Trademarks

<u>Description</u>	Registration/ Application <u>Number</u>	Registration/ Application <u>Date</u>	Status
VERICENTER	2,565,994	4/30/02	Active
VERICENTER	2,776,055	10/21/03	Active