

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Veritest, Inc., as Obligor		09/01/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wachovia Bank, National Association, as Administrative Agent		
Street Address:	One Wachovia Center		
Internal Address:	301 South College Street, 4th Floor		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28288		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	78698522	DEFINITIVE, REAL-WORLD TESTING	
Registration Number:	2119711	DEFINITIVE, REAL-WORLD TESTING	
Registration Number:	2066939	VERITEST	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	919 286-8049		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	512485.1390NTVERITESTEAR		
NAME OF SUBMITTER:	Ellen A. Rubel		

TRADEMARK

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REEL: 003202 FRAME: 0510

OP \$90.00 78698522

Signature:

/Ellen A. Rubel/

Date:

12/01/2005

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 Security Agreement dated as of September 1, 2005 (the "Security Agreement") by and among the Obligors party 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>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
See Schedule A		

TRADEMARK APPLICATIONS

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

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,

VERITEST, INC.,  
as Obligor

By: [Signature]  
Name: Margaret A. Shuman  
Title: Secretary

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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,

VERITEST, INC.,  
as Obligor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By: Scott C. Reeds  
Name: Scott C. Reeds  
Title: Vice President

**Schedule A**

**VeriTest, Inc.**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
DEFINITIVE REAL-WORLD TESTING	2119711	12/9/97
VERITEST	2066939	6/3/97

**Pending Application**

<b>Mark</b>	<b>Application No.</b>	<b>Filing Date</b>
DEFINITIVE REAL-WORLD TESTING	78698522	8/23/05