

**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
BDO Seidman, LLP		05/15/2006	limited liability partnership: NEW YORK

RECEIVING PARTY DATA

Name:	Comerica Bank, as Agent
Street Address:	500 Woodward Ave.
Internal Address:	One Detroit Center, 9th Floor
City:	Detroit
State/Country:	MICHIGAN
Postal Code:	48226
Entity Type:	banking corporation: MICHIGAN

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2982604	BRIDGEMARK A DIVISION OF BDO SEIDMAN, LLP
Serial Number:	76331916	SEIDMAN NATIONAL TRUST COMPANY
Registration Number:	2457184	THE INTELLIGENT APPROACH TO INTELLECTUAL PROPERTY DAMAGES
Registration Number:	2457185	COOPERATION, COLLABORATION, CONCENTRATION, COMMUNICATION
Registration Number:	2508496	JOB OPS
Registration Number:	2340198	CALL US FIRST
Registration Number:	2340199	FIRST
Registration Number:	2140988	BRINGING MORE TO CLIENTS
Registration Number:	2138506	FURNITURE INSIGHTS
Registration Number:	1497022	HELPING CLIENTS SUCCEED

CORRESPONDENCE DATA

**900049571**

**TRADEMARK  
 REEL: 003314 FRAME: 0561**

**OP \$265.00 2982604**

Fax Number: (734)930-2494  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 734-761-3780  
Email: asujek@bodmanllp.com  
Correspondent Name: Angela Alvarez Sujek - Bodman LLP  
Address Line 1: 110 Miller, Suite 300  
Address Line 4: Ann Arbor, MICHIGAN 48104

NAME OF SUBMITTER:	Angela Alvarez Sujek
Signature:	/angela alvarez sujek/
Date:	05/23/2006

**Total Attachments: 9**

source=BDO First Amendment to Security Agreement#page1.tif  
source=BDO First Amendment to Security Agreement#page2.tif  
source=BDO First Amendment to Security Agreement#page3.tif  
source=BDO First Amendment to Security Agreement#page4.tif  
source=BDO First Amendment to Security Agreement#page5.tif  
source=BDO First Amendment to Security Agreement#page6.tif  
source=BDO First Amendment to Security Agreement#page7.tif  
source=BDO First Amendment to Security Agreement#page8.tif  
source=BDO First Amendment to Security Agreement#page9.tif

**Amendment No. 1 to the Amended and Restated Security Agreement By and Between  
Comerica Bank as Collateral Agent and BDO Seidman, LLP, Trenwith Valuation, LLC  
and Trenwith Group, LLC, as Debtors**

THIS AMENDMENT is dated as of May 15, 2006, by and between BDO Seidman, LLP, Trenwith Valuation, LLC and Trenwith Group, LLC (collectively, the "Debtors" and each individually, a "Debtor") and Comerica Bank, as Collateral Agent for and on behalf of the Lenders ("Secured Party").

RECITALS:

A. Debtors executed and delivered to Secured Party that certain Amended and Restated Security Agreement dated as of March 26, 2001 and that Joinder Agreement dated as of December 6, 2004, as applicable, as amended and may be further amended from time to time ("Security Agreement"), granting Secured Party a first priority security interest in the Collateral (as defined in the Security Agreement) to secure the Indebtedness of Debtors to Secured Party.

B. Debtors and Secured Party desire to amend the Security Agreement as set forth herein.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Debtors and the Secured Party hereby agree as follows:

1. Pursuant to Section II.C(7) of the Security Agreement and to Section 8.18 of the Credit Agreement (as defined in the Security Agreement), Debtors agree that the intellectual property listed on Schedule F annexed hereto is hereby pledged and becomes part of the Collateral referred to in the Security Agreement and shall secure payment and performance of all Indebtedness as provided in the Security Agreement.


2. Pursuant to Section II.C(1) of the Security Agreement and Section 8.18 of the Credit Agreement, Debtors agree that, notwithstanding certain Subsidiaries that are deemed not to be Significant Subsidiaries under the Credit Agreement, the membership interests (or other ownership interests) listed on Schedule A annexed hereto are hereby pledged and become part of the Collateral referred to in the Security Agreement and shall secure payment and performance of all Indebtedness as provided in the Security Agreement.

3. The undersigned hereby agree that this Amendment may be attached to the Security Agreement.

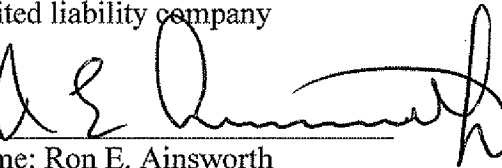
4. Except as amended by this Amendment, all of the terms and conditions of the Security Agreement shall remain in full force and effect. Capitalized terms used but not defined herein shall have the meanings given them in the Agreement.

5. The above Amendment shall be effective as of the date hereof.

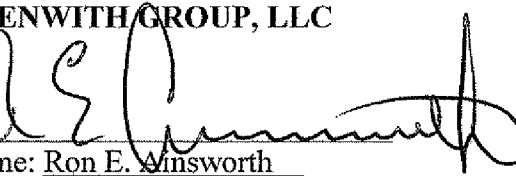
**BDO SEIDMAN, LLP**, a New York registered  
limited liability partnership

By:   
Name: Howard B. Allenberg  
Title: Chief Financial Officer

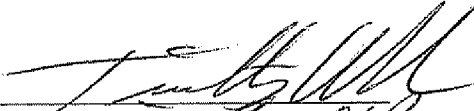
**TRENWITH VALUATION, LLC**, a Delaware  
limited liability company

By:   
Name: Ron E. Ainsworth  
Title: President

**TRENWITH GROUP, LLC**

By:   
Name: Ron E. Ainsworth  
Title: President

**COMERICA BANK, as Collateral Agent**

By:   
Name: Timothy D. Rowke  
Title: Vice President

Acknowledged and Agreed:

**SEIDMAN PRIVATE SECURITIES, LLC**

By:   
Name: Victoria K. Serles  
Title: President

**TRENWITH SECURITIES, LLC**

By: \_\_\_\_\_  
Name: Ron E. Ainsworth  
Title: President

Acknowledged and Agreed:


**SEIDMAN PRIVATE SECURITIES, LLC**

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

Name: Victoria K. Serles

Title: President

**TRENWITH SECURITIES, LLC**

By: 

Name: Ron E. Ainsworth

Title: President

**SCHEDULE A  
TO  
SECURITY AGREEMENT**

**BDO SEIDMAN  
EQUITY INTERESTS**

<u>Affiliate</u>	Membership Interests	<u>Percent Pledged of Units Owned</u>
Seidman Private Securities, LLC	100% owned by Company	100%
Trenwith Group, LLC	Class A: 100% Class B: 51%, in each case owned by Company	100%
Trenwith Valuation, LLC	100% owned by Trenwith Group, LLC	100%
Trenwith Securities, LLC	100% owned by Trenwith Group, LLC	100%



**SCHEDULE F  
TO  
SECURITY AGREEMENT**

**BDO SEIDMAN  
INTELLECTUAL PROPERTY**

**U.S. COPYRIGHTS**

TITLE	REG. NO.	OWNER
FAS 96, Accounting for Income Taxes : microcomputer template	TXu-393-836	BDO Seidman
Audit tool	TXu-1-109-439	BDO Seidman, LLP

**U.S. PATENTS**

PATENT APP. NO.	TITLE	OWNER
09/836862	Method for creating a multi-level business alliance	BDO Seidman LLP

**TRADEMARKS**

MARK	SERIAL/ REG. NO.	DESCRIPTION	OWNER
BRIDGEMARK A DIVISION OF BDO SEIDMAN, LLP (and Design)	2,982,604	Business services, namely, risk consulting, advisory and auditing services.	BDO Seidman, LLP
SEIDMAN NATIONAL TRUST COMPANY	76/331916	Financial services, namely, personal trust and estate administration, asset management, employee benefit plan and individual retirement account trustee services,	BDO Seidman, LLP

MARK	SERIAL/ REG. NO.	DESCRIPTION	OWNER
		planned giving program in the nature of charitable fund raising services and estate and wealth management services.	
THE INTELLIGENT APPROACH TO INTELLECTUAL PROPERTY DAMAGES	2,457,184	Litigation support services, namely, assisting in the development of and response to discovery requests and depositions, document review, assessment and analysis of intellectual property value, damages analysis, case strategy, and other litigation support services.	BDO Seidman, LLP
COOPERATION, COLLABORATION, CONCENTRATION, COMMUNICATION	2,457,185	Reviewing standards and practices to assure compliance with Securities and Exchange Commission's laws and regulations, namely, Securities and Exchange Commission's compliance reviews of interim data, internal control reviews and regulatory and other compliance reporting; technical consultation and research in the field of computer technology and electronic commerce; litigation support services.	BDO Seidman, LLP
JOB OPS	2,508,496	Pre-recorded computer software for use in tracking real-time labor; raw materials used in custom manufacturing; purchase orders; other job operations, namely, labor force management, inventory assessment, time tracking, bar code integration, bill of materials/parts integration, quoting and estimating, scheduling and capacity	BDO Seidman, LLP

MARK	SERIAL/ REG. NO.	DESCRIPTION	OWNER
		planning and serial number tracking; and production costs; and for use in monitoring job status, namely, job budgets and costs, detail of labor work by individual, time/day and quantity complete, summary of status codes to anticipate production or scheduling problems, reviewing production schedules and creating reports analyzing productivity and profitability by activity, job type employee.	
CALL US FIRST	2,340,198	Preemployment background investigation services; and private investigation in the nature of fraudulent claims investigation and tracking, detection and fraud prevention.	BDO Seidman, LLP
FIRST	2,340,199	Preemployment background investigation services; and private investigation in the nature of fraudulent claims investigation and tracking, detection and fraud prevention.	BDO Seidman LLP
BRINGING MORE TO CLIENTS	2,140,988	Accounting services, business and account auditing services, tax consultation, assessment and preparation services; and business management and consulting services.	BDO Seidman, LLP
FURNITURE INSIGHTS	2,138,506	Newsletter providing information regarding the furniture industry.	BDO Seidman, LLP
HELPING CLIENTS SUCCEED	1,497,022	Accounting services.	BDO Seidman