

07-21-2006

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

J.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office



REC  
TI

103279902

JUL 20 AM 11:57

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

7.20.06

FINANCE SECTION

1. Name of conveying party(ies):

Softchoice Corporation

- Individual(s)
- General Partnership
- Corporation- State: Canada
- Other \_\_\_\_\_

Citizenship (see guidelines) Canadian

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) June 30, 2006

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Wachovia Bank, National Association

Internal Address: 3rd Floor

Street Address: 1 South Broad Street

City: Philadelphia

State: Pennsylvania

Country: USA Zip: 19107

Association Citizenship USA

General Partnership Citizenship \_\_\_\_\_

Limited Partnership Citizenship \_\_\_\_\_

Corporation Citizenship \_\_\_\_\_

Other \_\_\_\_\_ Citizenship \_\_\_\_\_

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)  
78166256 and 78170258

B. Trademark Registration No.(s)  
1785940 and 2982834

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See Schedule A attached

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Charles H. Friedrich

Internal Address: c/o Stryker, Tams & Dill LLP

Street Address: Two Penn Plaza East

City: Newark

State: New Jersey Zip: 07105

Phone Number: 973-491-3972

Fax Number: 973-491-9692

Email Address: cfriedrich@strykertams.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature: Charles H. Friedrich

Signature

7/10/06

Date

Charles H. Friedrich

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: \_\_\_\_\_

07/20/2006 11:01 AM  
40.00 DP  
75.00 DP  
00000201 78166256

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK  
REEL: 003369 FRAME: 0642

**RECORDATION FORM (TRADEMARKS)  
FORM PTO-1594**

**Continuation of Item 2**

*Additional Receiving Party:* Wachovia Capital Finance Corporation  
(Canada)  
141 Adelaide Street West  
Suite 1500  
Toronto, Ontario M5H 3L5

*Country:* Canada

*Entity:* Corporation

*Citizenship:* Province of Ontario (Canada)

*Domestic Representative Description:* See attached designation.

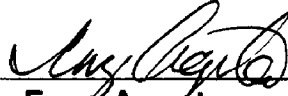
**DESIGNATION OF UNITED STATES REPRESENTATIVE  
BY FOREIGN SECURED PARTY**

The undersigned, WACHOVIA CAPITAL FINANCE CORPORATION (CANADA), an Ontario corporation with offices at 141 Adelaide Street West, Suite 1500, Toronto, Ontario M5H 3L5, has been granted and assigned security interests in, among other property of Softchoice Corporation, a Canadian corporation, the registered trademarks and trademark applications set forth on Schedule A annexed hereto (collectively, the "Marks"), and hereby designates JAMES A. KELLY, a resident of the United States, with an address c/o Wachovia Bank, National Association, 1 South Broad Street, 3<sup>rd</sup> Floor, Philadelphia, Pennsylvania 19107, as the representative of the undersigned on whom may be served notices or process in proceedings affecting the Marks or any of them.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its duly authorized officer on this 30th day of June, 2006.

WACHOVIA CAPITAL FINANCE  
CORPORATION (CANADA)

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



Name:

**Enza Agosta**

Title:

Vice President

Wachovia Capital Finance Corporation  
(Canada)

**SCHEDULE A**

to

**Designation of United States Representative of Foreign Secured Party**

**1. Registrations:**

<i>Mark</i>	<i>Registration No.</i>	<i>Registration Date</i>
Softchoice	1785940	August 3, 1993
Softchoice Spider	2982834	August 9, 2005

**2. Applications:**

<i>Mark</i>	<i>Serial No.</i>	<i>Application Date</i>
Softchoice Livequote	78166256	September 20, 2002
Softchoice Xtend	78170258	October 2, 2002

**SCHEDULE A**

**to**

**Assignment of Security Interest in Intellectual Property**

**1. Registrations:**

<i>Mark</i>	<i>Registration No.</i>	<i>Registration Date</i>
Softchoice	1785940	August 3, 1993
Softchoice Spider	2982834	August 9, 2005

**2. Applications:**

<i>Mark</i>	<i>Serial No.</i>	<i>Application Date</i>
Softchoice Livequote	78166256	September 20, 2002
Softchoice Xtend	78170258	October 2, 2002

**ASSIGNMENT OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

This **ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY**, dated June 30, 2006, by **SOFTCHOICE CORPORATION**, a Canadian corporation with offices at 173 Dufferin Street, Suite 200, Toronto, Ontario, M6K 3H7 ("*Softchoice*"), to and for the benefit of **WACHOVIA BANK, NATIONAL ASSOCIATION**, a national banking association with offices at 1 South Broad Street, 3<sup>rd</sup> Floor, Philadelphia, Pennsylvania 19107 ("*US Lender*"), and **WACHOVIA CAPITAL FINANCE CORPORATION (CANADA)**, an Ontario corporation with offices at 141 Adelaide Street West, Suite 1500, Toronto, Ontario M5H 3L5 ("*Canadian Lender*" and, collectively with US Lender, the "*Lenders*").

**WHEREAS**, Softchoice has adopted, used and is using the marks set forth in Schedule A attached hereto (the "*Marks*"), which are registered in the United States Patent and Trademark Office and/or for which applications are pending; and

**WHEREAS**, Softchoice is obligated to the US Lender pursuant to (i) a Modified and Restated Loan and Security Agreement, dated the date hereof (the "*US Loan Agreement*"), (ii) a General Security Agreement, dated the date hereof (the "*US Security Agreement*"), and (iii) an Amended and Restated Revolving Credit Master Promissory Note, dated the date hereof (the "*US Note*" and, collectively with the US Loan Agreement and the US Security Agreement, the "*US Loan Documents*"); and

**WHEREAS**, Softchoice is obligated to the Canadian Lender pursuant to (i) a Loan Agreement, dated the date hereof (the "*Canadian Loan Agreement*"), (ii) a General Security Agreement, dated the date hereof (the "*Canadian Security Agreement*"), and (iii) Revolving Credit Master Promissory Note, dated the date hereof (the "*Canadian Note*" and, collectively with the Canadian Loan Agreement and Canadian Security Agreement, the "*Canadian Loan Documents*"); and


**WHEREAS**, pursuant to the US Security Agreement and the Canadian Security Agreement, Softchoice is granting to each of the Lenders security interests in, among other personal property, the Marks, the goodwill of the Softchoice business associated with the Marks, and the registrations and pending applications therefor (collectively, the "*Intellectual Property*");

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Softchoice does hereby assign and grant to each of the US Lender and the Canadian Lender a security interest in and to the Intellectual Property, which assignment and security interest shall secure all of the Obligations, as defined in the US Loan Documents and the Canadian Loan Documents, in accordance with the respective terms and provisions thereof.

Softchoice acknowledges and affirms that the respective rights and remedies of the Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the US Loan Documents and the Canadian Loan Documents.

**IN WITNESS WHEREOF**, Softchoice has caused this Instrument to be executed by its duly authorized representative as of the date first set forth above.

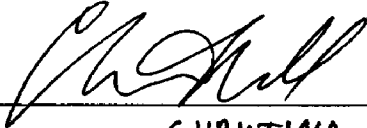
SOFTCHOICE CORPORATION

By:   
Name: Anne Brace  
Title: Chief Financial Officer

ACKNOWLEDGMENT

COUNTRY OF CANADA )  
 )ss.:  
PROVINCE OF ONTARIO )

On this 30th day of June, 2006, in the Country and Province aforesaid, before me, the subscriber, a notary authorized to take acknowledgments and proofs in said Country and Province, personally appeared Anne Brace, the Chief Financial Officer of Softchoice Corporation, a Canadian corporation, who, I am satisfied, is the person who, as such officer, signed the within instrument on behalf of such corporation, and she did acknowledge that she is authorized to sign and deliver the within instrument on behalf of such corporation and that she signed and delivered the same as the act and deed of such corporation for the uses and purposes expressed therein.



Name: CHRISTINA O'DONNELL  
[Official Title] NOTARY

My Commission Expires N/A