

08-08-2006

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



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

1. Name of conveying party(ies):

ESI-EXCHANGE SOLUTIONS, INC.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

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

Execution Date(s) June 27, 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: HORIZON TECHNOLOGY FUNDING COMPANY LLC

Internal

Address: \_\_\_\_\_

Street Address: 76 Batterson Park Road

City: Farmington

State: Connecticut

Country: USA Zip: 06032

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship \_\_\_\_\_
- Other LLC Citizenship Delaware

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)

78602973 78729575 78729577 78755704 78755705  
78756773 78756779 78801861 78826951 78828109  
78840845 78840847

B. Trademark Registration No.(s)

None

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:

Name: John C. Bombara

Internal Address: Horizon Technology Funding Company LLC

Street Address: 76 Batterson Park Road

City: Farmington

State: Connecticut Zip: 06032

Phone Number: 860-676-8657

Fax Number: 860-676-8655

Email Address: jay@horizontechfinance.com

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 315.00

- 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 \_\_\_\_\_

00000039 78602973  
401.00 DP  
275.00 DP  
08/08/2006 NJMRA1  
01 FC 8521  
02 PL 18322

9. Signature:

[Signature]

Signature

July 31, 2005

Date

John C. Bombara

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

GRANT OF SECURITY INTEREST  
TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of June 27, 2006, is executed by ESI-EXCHANGE SOLUTIONS, INC., a Delaware corporation with an address of 880 Winter Street, 3<sup>rd</sup> Floor, Waltham, MA 02451 ("Debtor"), in favor of HORIZON TECHNOLOGY FUNDING COMPANY LLC, a Delaware limited liability company with an address of 76 Batterson Park Road, Farmington, Connecticut 06032 ("Secured Party").

A. Pursuant to a certain Venture Loan and Security Agreement, dated as of the date hereof (the "Agreement") by and between Debtor and the Secured Party, the Secured Party has agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein;

B. Debtor owns the registered trademarks, service marks (and applications and registrations therefor), of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the "Trademarks");

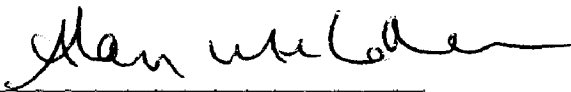
C. Pursuant to the Agreement, Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first written above.

ESI-EXCHANGE SOLUTIONS, INC.

By: 

Name: Alan Grant

Title: President

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

**Trademark                      Owner                      Registration Number                      Registration Date**

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<b>Trademark Application</b>	<b>Owner</b>	<b>Application Number</b>	<b>Application Date</b>
ConnectED (Name)	ESI	78602973 (US)	5/02/05
ConnectED (Logo in Class 42)	ESI	1265003 (Canada)	7/14/05
Exchange Solutions (Name in Classes 35, 36 and 42)	ESI	78729575 (US)	10/9/05
EXCHANGE SOLUTIONS (Name)  Classes 35, 36, and 42	ESI	1297149 (Canada)	04/10/06
EXCHANGE SOLUTIONS	ESI	78729577  US	10/9/05

Trademark Application	Owner	Application Number	Application Date
(Logo) Classes 35, 36, and 42			
EXCHANGE SOLUTIONS (Logo) Classes 35, 36, and 42	ESI	1297150 Canada	04/10/06
CCRM (Name) Classes 35, 36, 38, and 42	ESI	78755704 US	11/16/05
CCRM (Name) Classes 35, 36, 38, and 42	ESI	Filed in EU	5/16/06
CCRM (Name) Classes 35, 36, 38, and 42	ESI	Filed in Canada	5/16/06
Customer-to-Company Relationship Management (Name) Classes 35, 36, 38, and 42	ESI	78755705 US	11/16/05

<b>Trademark Application</b>	<b>Owner</b>	<b>Application Number</b>	<b>Application Date</b>
C+CRM (Name) Classes 35, 36, 38, and 42	ESI	78756773 (US)	11/18/05
Customer + Company Relationship Management (Name) Classes 35, 36, 38, and 42	ESI	78756779 US	11/18/05
Your-Our (Logo) Classes 35, 36, 38, and 42	ESI	78801861 (US)	01/29/06
EXCHANGE OPTIMIZER (Word) Classes 35, 36, 38, and 42	ESI	78826951 (US)	3/1/06
VALUE EXCHANGE OPTIMIZER (Word) Classes 35, 36, 38, and 42	ESI	78828109 (US)	3/3/06

Trademark Application	Owner	Application Number	Application Date
ESI (Word) Classes 35, 36, 38, and 42	ESI	78840845 (US)	3/20/06
POWERED BY ESI (Logo) Classes 35 and 42	ESI	78840847 (US)	3/20/06