

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
VISIONARY INTEGRATION PROFESSIONALS, LLC		10/19/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	VIP MEZZANINE INVESTORS, LLC
Street Address:	1800 Avenue of the Stars
Internal Address:	2nd Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2687665	THE MATRIX METHODOLOGY
Serial Number:	77016261	VIP
Serial Number:	77016268	VIP
Serial Number:	77020759	VISIONARY INTEGRATION PROFESSIONAL

CORRESPONDENCE DATA

Fax Number: (213)830-8743
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 213-680-6400
Email: kimberley.lathrop@bingham.com
Correspondent Name: Kimberley Lathrop c/o Bingham McCutchen
Address Line 1: 355 South Grand Avenue
Address Line 2: Suite 4400
Address Line 4: Los Angeles, CALIFORNIA 90071

CH \$115.00 2687665

ATTORNEY DOCKET NUMBER:	3211193.322330
NAME OF SUBMITTER:	Kimberley A. Lathrop
Signature:	/Kimberley A. Lathrop/
Date:	10/23/2006
Total Attachments: 5 source=VIP LLC Trademark Sec Agmt#page1.tif source=VIP LLC Trademark Sec Agmt#page2.tif source=VIP LLC Trademark Sec Agmt#page3.tif source=VIP LLC Trademark Sec Agmt#page4.tif source=VIP LLC Trademark Sec Agmt#page5.tif	

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of October 19, 2006, by VISIONARY INTEGRATION PROFESSIONALS, LLC, a Delaware limited liability company (referred to as "Grantor"), in favor of VIP MEZZANINE INVESTORS, LLC, a Delaware limited liability company (the "Purchaser").

WITNESSETH:

WHEREAS, pursuant to that certain Securities Purchase Agreement, dated as of the date hereof, by and among Visionary Integration Professionals, LLC, a Delaware limited liability company ("Company"), the Purchaser, Cornerstone Consulting, LLC, a Michigan limited liability company and wholly-owned subsidiary of the Company ("Cornerstone"), and Meridian Knowledge Solutions, LLC, a Virginia limited liability company and wholly-owned subsidiary of the Company ("Meridian" and, together with Cornerstone, each a "Guarantor" under the Securities Purchase Agreement (hereinafter defined)) (such Securities Purchase Agreement, as it may hereafter be amended, restated, supplemented or otherwise modified, being referred to herein as the "Securities Purchase Agreement"), the Purchaser has agreed to purchase certain securities from the Company subject to and in accordance with the terms and conditions of the Securities Purchase Agreement and the other Investment Documents (as defined in the Securities Purchase Agreement).

WHEREAS, as a condition precedent to the Purchaser's entry into the Securities Purchase Agreement, Grantor and Purchaser have entered into that certain Security Agreement (All Assets), dated as of the date hereof (referred to herein as the "Grantor Security Agreement") as well as that certain Patent, Trademark and Copyright Security Agreement, dated as of the date hereof (referred to herein as the "IP Security Agreement").

WHEREAS, this Trademark Security Agreement (this "Agreement") is executed in connection with the IP Security Agreement, and in order to register this Agreement with the United States Patent and Trademark Office, Grantor is required to execute and deliver this Agreement to the Purchaser.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein shall have the meanings given to them in the IP Security Agreement or the Grantor Security Agreement, as the case may be.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to the Purchaser a continuing security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of the Trademarks referred to on Schedule I hereto and all registrations thereof;

(b) all applications for registration of any such Trademarks now or hereafter filed by Grantor, including those referred to on Schedule I hereto; and

(c) all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of each such Trademark or (ii) injury to the goodwill associated with any such Trademark.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Agreement are granted in conjunction with the security interests granted to the Purchaser pursuant to the Grantor Security Agreement and the IP Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of the Purchaser with respect to the continuing security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Grantor Security Agreement and the IP Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

VISIONARY INTEGRATION PROFESSIONALS,
LLC
a Delaware limited liability company

By: Jonna Ward
Name: Jonna Ward
Title: President

ACCEPTED AND ACKNOWLEDGED BY:
VIP MEZZANINE INVESTORS, LLC,
a Delaware limited liability company

By: KAYNE ANDERSON PRIVATE MEZZANINE INVESTORS, L.P.,
a Delaware limited partnership
Its: Sole Member

By: KAYNE ANDERSON CAPITAL ADVISORS, L.P.,
a Delaware limited partnership
Its: General Partner

By: _____
R. Neil Malik
Senior Managing Director

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

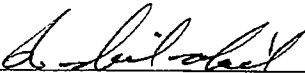
VISIONARY INTEGRATION PROFESSIONALS,
LLC
a Delaware limited liability company

By: _____
Name: _____
Title: _____

ACCEPTED AND ACKNOWLEDGED BY:
VIP MEZZANINE INVESTORS, LLC,
a Delaware limited liability company

By: KAYNE ANDERSON PRIVATE MEZZANINE INVESTORS, L.P.,
a Delaware limited partnership
Its: Sole Member

By: KAYNE ANDERSON CAPITAL ADVISORS, L.P.,
a Delaware limited partnership
Its: General Partner

By: 
R. Neil Malik
Senior Managing Director

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS

THE MATRIX METHODOLOGY

Registration No.: 2,687,665

Registration Date: February 11, 2003

VIP (words only)

Serial No.: 77/016,261

Filing Date: October 6, 2006

VIP (design)

Serial No.: 77/016,268

Filing Date: October 6, 2006

VISIONARY INTEGRATION PROFESSIONALS

Serial No.: 77/020,759

Filing Date: October 13, 2006