

## 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
VERITEST, INC.		12/21/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	HSBC BANK USA, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT		
Street Address:	125 High Street, 16th Floor		
Internal Address:	Corporate & Middle Market Banking		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	BANK:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2119711	DEFINITIVE, REAL-WORLD TESTING	
Registration Number:	2066939	VERITEST	
CORRESPONDENCE DATA			
Fax Number:	(617)574-7712		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	6175744196		
Email:	jgrant@goulstonstorrs.com		
Correspondent Name:	Jordan B. Grant		
Address Line 1:	400 Atlantic Avenue		
Address Line 2:	Goulston & Storrs		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	07294.0006-1879		
NAME OF SUBMITTER:	Jordan B. Grant		

OP \$65.00 2119711

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TRADEMARK  
REEL: 003470 FRAME: 0132

Signature:

/Jordan B. Grant/

Date:

01/29/2007

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 December 21, 2006 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and HSBC Bank USA, 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		

IP Notice – Trademarks  
VeriTest, Inc.

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: Stephen J. Lifshatz

Title: Senior Vice President

Acknowledged and Accepted:

HSBC BANK USA, NATIONAL ASSOCIATION,  
As Administrative Agent

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IP Notice - Trademarks  
VeriTest, Inc.

The Obligor 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:

HSBC BANK USA, NATIONAL ASSOCIATION,  
As Administrative Agent

By:  \_\_\_\_\_  
Name: Kenneth V. McGraime  
Title: SVP, Commercial Executive

IP Notice -- Trademarks  
VeriTest, Inc.

**Schedule A**

**VeriTest, Inc.**

**U.S. Trademarks**

**Issued Trademark Registrations**

<b><u>Mark</u></b>	<b><u>Country</u></b>	<b><u>Reg. No.</u></b>	<b><u>Reg. Date</u></b>	<b><u>Remarks</u></b>
DEFINITIVE, REAL-WORLD TESTING	United States	2119711	12/09/97	Security Interest with HSBC Bank and Wachovia Bank
VERITEST	United States	2066939	06/03/97	Security Interest with HSBC Bank and Wachovia Bank