

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
Panmure Capital LP		01/29/2007	COMPOSED OF Panmure Capital Partners Limited (General Partner) (Panmure Capital LP is a secured party and the agent for the secured parties listed in the attached Trademark Security Agreement): UNITED KINGDOM

RECEIVING PARTY DATA

Name:	Loudwater Trust Limited
Composed Of:	COMPOSED OF (Loudwater Trust Limited is a secured party and the agent for the co-secured parties listed in the attached Trademark Security Agreement)
Street Address:	Sarnia House, Le Truchot
City:	St. Peter Port, Guernsey
State/Country:	UNITED KINGDOM
Postal Code:	GY1 4NA
Entity Type:	Company organized in the Island of Guernsey:

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Serial Number:	75407991	APPSWITCH
Serial Number:	75689016	TOP LAYER NETWORKS
Serial Number:	75697789	TOPPATH
Serial Number:	75697790	TOPFIRE
Serial Number:	75698454	TOP LAYER
Serial Number:	75699802	TOPVIEW
Serial Number:	75705807	SECUREWATCH

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Serial Number:	76053556	TOPFLOW
Serial Number:	76191337	FLOW MIRROR
Serial Number:	76191343	PERFECTING THE ART OF NETWORK SECURITY
Serial Number:	76214630	GIGASHIELD
Serial Number:	76232917	APPSAFE
Serial Number:	76314420	TOP LAYER IDS BALANCER
Serial Number:	76387690	DCFD
Serial Number:	76573672	TOPINSPECT
Serial Number:	78522353	SECURECOMMAND
Serial Number:	78647396	TOPRESPONSE

CORRESPONDENCE DATA

Fax Number: (212)715-8000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212.715.9406
Email: mmtm@kramerlevin.com
Correspondent Name: Kramer Levin Naftalis & Frankel LLP
Address Line 1: 1177 Avenue of the Americas
Address Line 2: c/o Michael Maoz
Address Line 4: New York, NEW YORK 10036

DOMESTIC REPRESENTATIVE

Name: Kramer Levin Naftalis & Frankel LLP
Address Line 1: 1177 Avenue of the Americas
Address Line 2: c/o Michael Maoz, Esq.
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Michael Maoz, Esq.
Signature:	/MM/
Date:	03/21/2007

Total Attachments: 3
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TRADEMARK/SERVICE MARK SECURITY AGREEMENT

This Agreement, dated as of January 29, 2007, is made by and among Panmure Capital LP, a limited partnership organized in the United Kingdom (referred to herein as "Assignor") on behalf of itself and as agent for the Secured Parties listed in Schedule A attached hereto, and Loudwater Trust Limited, ("Loudwater") a ~~company~~ company organized in the Island of Guernsey (referred to herein as "Assignee").

WHEREAS, pursuant to a Pledge and Security Agreement dated August 15, 2006 (the "Security Agreement") between the Assignor and Top Layer Networks, Inc. ("Top Layer"), Assignor became the Collateral Agent for the benefit of the Secured Parties and a co-Secured Party, in the trademarks and services marks listed in Schedule B attached hereto (hereinafter referred to as the "Trademarks");

WHEREAS, pursuant to an agreement dated January 29, 2007, Assignor has assigned its rights and obligations as the Collateral Agent for the benefit of the Secured Parties and as a co-Secured Party under the terms of the Security Agreement to Loudwater and Loudwater has assumed the same;

WHEREAS, the parties wish to confirm and record the assignment of rights and assumptions of obligations referenced in the preceding recital;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby convey, and confirm its conveyance to Assignee of, and Assignee hereby accepts and confirms its acceptance of, all of Assignor's right, title and interest in and to the Security Agreement, including without limitation any and all security interests in the Trademarks thereunder.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed and delivered by their duly authorized officers as of the date first above written.

ASSIGNOR:

Panmure Capital LP, as Collateral Agent and co-Secured Party

By: Edward Forwood
Name: EDWARD FORWOOD
Title:

ASSIGNEE:

Loudwater Trust Limited

By: Robert Forster
Name: ROBERT FORSTER
Title: DIRECTOR

SCHEDULE A

CrossHill Georgetown Capital, L.P.

3i Technology Partners L.P.

By: 3i Technology Associates LLC, its General Partner

By: 3i Technology Corporation, its Manager

Westbury Equity Partners SBIC, L.P.

By: Westbury SBIC, Inc., its General Partner

Investcorp/(212) Ventures Technology Fund I, L.P.

By: Technology Ventures Limited, its General Partner

Wasserstein SBIC Ventures II, L.P.

WV II Employee Partners, LLC

Egan-Managed Capital II, L.P.

By: EMC Partners II, L.P., its General Partner

TI Ventures, L.P.

By: H&Q TI Ventures Management LLC, its General Partner

TI Ventures II, L.P.

By: H&Q TI Ventures Management LLC, its General Partner

H&Q BlazeNet Investors, L.P.

By: H&Q TI Ventures Management LLC, its General Partner

SCHEDULE B

Mark:	Serial #:	Filing Dt:	Reg #:	Reg. Dt:
APPSWITCH	75407991	12/19/1997	2527792	01/08/2002
TOP LAYER NETWORKS	75689016	04/22/1999	2733648	07/08/2003
TOPPATH	75697789	05/04/1999	2388752	09/19/2000
TOPFIRE	75697790	05/04/1999	2388753	09/19/2000
TOP LAYER	75698454	05/05/1999	2667529	12/31/2002
TOPVIEW	75699802	05/04/1999	2483210	08/28/2001
SECUREWATCH	75705807	05/13/1999	2594785	07/16/2002
TOPFLOW	76053556	05/22/2000	2444571	04/17/2001
FLOW MIRROR	76191337	01/06/2001	2664766	12/17/2002
PERFECTING THE ART OF NETWORK SECURITY	76191343	01/06/2001	2575719	06/04/2002
GIGASHIELD	76214630	02/22/2001		
APPSAFE	76232917	03/28/2001	2701150	03/25/2003
TOP LAYER IDS BALANCER	76314420	09/19/2001	3006143	10/11/2005
DCFD	76387690	03/27/2002	3042156	01/10/2006
TOPINSPECT	76573672	01/28/2004	3133459	08/22/2006
SECURECOMMAND	78522353	11/24/2004		
TOPRESPONSE	78647396	06/09/2005		