

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |                                                                                      |                         |                       |
|----------------------------------|--------------------------------------------------------------------------------------|-------------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>          | NEW ASSIGNMENT                                                                       |                         |                       |
| <b>NATURE OF CONVEYANCE:</b>     | SECURITY INTEREST                                                                    |                         |                       |
| <b>CONVEYING PARTY DATA</b>      |                                                                                      |                         |                       |
| <b>Name</b>                      | <b>Formerly</b>                                                                      | <b>Execution Date</b>   | <b>Entity Type</b>    |
| Relativity Technologies, Inc.    |                                                                                      | 04/19/2007              | CORPORATION: DELAWARE |
| <b>RECEIVING PARTY DATA</b>      |                                                                                      |                         |                       |
| <b>Name:</b>                     | Partners for Growth II, L.P.                                                         |                         |                       |
| <b>Street Address:</b>           | 180 Pacific Avenue                                                                   |                         |                       |
| <b>City:</b>                     | San Francisco                                                                        |                         |                       |
| <b>State/Country:</b>            | CALIFORNIA                                                                           |                         |                       |
| <b>Postal Code:</b>              | 94111                                                                                |                         |                       |
| <b>Entity Type:</b>              | LIMITED PARTNERSHIP: DELAWARE                                                        |                         |                       |
| <b>PROPERTY NUMBERS Total: 2</b> |                                                                                      |                         |                       |
| <b>Property Type</b>             | <b>Number</b>                                                                        | <b>Word Mark</b>        |                       |
| <b>Registration Number:</b>      | 2037081                                                                              | RESCUEWARE              |                       |
| <b>Registration Number:</b>      | 2974847                                                                              | MODERNIZATION WORKBENCH |                       |
| <b>CORRESPONDENCE DATA</b>       |                                                                                      |                         |                       |
| <b>Fax Number:</b>               | (415)738-5371                                                                        |                         |                       |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                         |                       |
| <b>Phone:</b>                    | 415-381-3283                                                                         |                         |                       |
| <b>Email:</b>                    | bg2@greenspan.org                                                                    |                         |                       |
| <b>Correspondent Name:</b>       | Benjamin Greenspan                                                                   |                         |                       |
| <b>Address Line 1:</b>           | 620 Laguna Road                                                                      |                         |                       |
| <b>Address Line 4:</b>           | Mill Valley, CALIFORNIA 94941                                                        |                         |                       |
| <b>ATTORNEY DOCKET NUMBER:</b>   | PFG-RELATIVITY                                                                       |                         |                       |
| <b>NAME OF SUBMITTER:</b>        | Benjamin Greenspan                                                                   |                         |                       |
| <b>Signature:</b>                | /bg/                                                                                 |                         |                       |
| <b>Date:</b>                     | 04/19/2007                                                                           |                         |                       |

OP \$65.00 2037081

Total Attachments: 2

source=Trademark Agmt. Signed RT#page1.tif

source=Trademark schedule#page1.tif

TRADEMARK COLLATERAL AGREEMENT AND NOTICE

This Trademark Collateral Agreement and Notice dated as of April 20, 2007, is between Relativity Technologies, Inc., a Delaware corporation with its principal place of business at Suite 100, 2300 Rexwoods Drive, Raleigh, North Carolina 27607 USA ("Assignor") and Partners for Growth II, L.P., 180 Pacific Avenue, San Francisco, CA 94111 ("Assignee") pursuant to a Loan and Security Agreement dated April 20, 2007, by and among Assignor and Assignee and pursuant to certain other loan documents referenced therein (collectively, the "Loan Documents").

WHEREAS, Assignor is the owner of certain trademarks, including all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized thereby, as listed on Exhibit 1 hereto (the "Marks"); and

WHEREAS, Assignee has agreed to extend certain credit to Assignor on condition that the Assignor pledge and grant to Assignee as collateral for the Obligations (as defined in the Loan Documents) a security interest and lien in and to the Marks and all proceeds thereof and all other related claims and rights as more fully described in a certain Intellectual Property Security Agreement (the "Security Agreement") in favor of the Assignee dated April 20, 2007, by and among Assignor and Assignee;

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Assignor hereby pledges and grants to Assignee a security interest and lien in and to the Marks and all proceeds thereof and gives notice of such security interest and the existence of such Security Agreement providing therefor

Executed as of the date first above written

Assignor:

Relativity Technologies, Inc.

By 

Chief Executive Officer

By 

Secretary

Assignee:

PARTNERS FOR GROWTH II, L.P.

By \_\_\_\_\_

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

Title: Manager, Partners for Growth II, LLC  
Its General Partner

