

**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>
Softwave Media Exchange, Inc.		07/05/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BlueCrest Capital Finance, L.P.		
<b>Street Address:</b>	225 West Washington Street, Suite 200		
<b>Internal Address:</b>	Legal Department		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<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>Serial Number:</b>	78878692	SOFTWAVE MEDIA EXCHANGE	
<b>Serial Number:</b>	78878703	SWMX SOFTWAVE MEDIA EXCHANGE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(415)773-5759		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	415-773-5700		
<b>Email:</b>	lpartmann@orrick.com, cwilson-walker@orrick.com		
<b>Correspondent Name:</b>	Chip Walker-Wilson		
<b>Address Line 1:</b>	405 Howard Street		
<b>Address Line 2:</b>	Orrick, Herrington & Sutcliffe LLP		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94105-2669		
<b>ATTORNEY DOCKET NUMBER:</b>	18664-3/1640		
<b>NAME OF SUBMITTER:</b>	Chip Walker-Wilson		

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Signature:

/Chip Walker-Wilson/

Date:

07/16/2007

Total Attachments: 3

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GRANT OF SECURITY INTEREST

TRADEMARKS

This GRANT OF SECURITY INTEREST, dated as of July 5, 2007, is executed by Softwave Media Exchange, Inc., a Delaware corporation ("Grantor"), in favor of BlueCrest Capital Finance, L.P., a Delaware limited partnership ("Lender").

A. Pursuant to that certain Loan and Security Agreement, dated as of March 23, 2007 (as amended, supplemented or otherwise modified from time to time, the "Loan Agreement"), among SWMX, Inc., a Delaware corporation, Softwave Media Exchange, Inc., a Delaware corporation, and Lender, Lender agreed to extend loans and other financial accommodations to Grantor upon the terms and subject to the conditions set forth therein.

B. Grantor has adopted, used and is using the trademarks, more particularly described on Schedule I annexed hereto and made a part hereof, which trademarks are subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. Grantor and other entities party thereto from time to time have entered into a Security Agreement (Intellectual Property) dated as of July     , 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of Lender.

D. Pursuant to the Security Agreement, Grantor has granted to Lender a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

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

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

The Lender's address is:

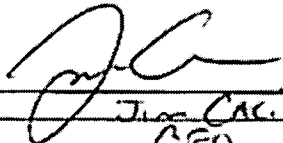
BlueCrest Capital Finance, L.P.  
225 West Washington Street  
Suite 200  
Chicago, IL 60606  
Attention: Legal Department  
Tel. No. (312) 368-4973  
Fax No. (312) 443-0126

with a copy to:

225 West Washington Street  
Suite 200  
Chicago, IL 60606  
Attention: Mark King  
Tel. No. (312) 368-4978  
Fax No. (312) 443-0126

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

Softwave Media Exchange, Inc.,  
a Delaware corporation

By:   
Name: James C. Calkins  
Title: CFO

OHS West:260265667.1

SCHEDULE 1 TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Status</u>
SOFTWAVE MEDIA EXCHANGE	78/878,692	5/8/2006	Pending
SWMX SOFTWARE MEDIA EXCHANGE	78/878,703	5/8/2006	Pending

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