

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
VFA, Inc.	FORMERLY Vanderweil Facility Advisors, Inc.	05/14/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Brown Brothers Harriman & Co.
<b>Street Address:</b>	40 Water Street
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02109
<b>Entity Type:</b>	PARTNERSHIP: NEW YORK

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	2944443	ASSETFUSION
Registration Number:	2941844	ASSETFUSION
Registration Number:	2974395	FSCA
Registration Number:	2372552	VFA
Registration Number:	2404857	VFA
Registration Number:	2906858	VFA
Registration Number:	2996820	VFA.FACILITY
Registration Number:	2996845	VFA.FACILITY
Registration Number:	3395436	VFA.SPENDMANAGER
Registration Number:	3395437	VFA.SPENDMANAGER
Registration Number:	3389552	VFA.AUDITOR
Registration Number:	3402629	VFA.AUDITOR

**CORRESPONDENCE DATA**

OP \$315.00 2944443

Fax Number: (202)955-5564  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2024192407  
Email: elizabeth.vary@hklaw.com  
Correspondent Name: Elizabeth F. Vary, Holland & Knight LLP  
Address Line 1: 2099 Pennsylvania Avenue, NW  
Address Line 2: Suite 100  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

NAME OF SUBMITTER:	Elizabeth F. Vary
Signature:	/elizabeth f. vary/
Date:	06/18/2008

Total Attachments: 4  
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FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT (this "Agreement") is made as of May 14 2008, between VFA, Inc., a Delaware corporation f/k/a Vanderweil Facility Advisors, Inc. ("Grantor") and Brown Brothers Harriman & Co., a New York general partnership ("Lender").

WITNESSETH:

WHEREAS, Grantor executed and delivered to Lender a certain Trademark Security Agreement dated as of January 31, 2007 (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Trademark Security Agreement"), which was recorded with the United States Patent and Trademark Office on March 15, 2007 at Reel and Frame number 3500/0375;

WHEREAS, on the date of the execution and delivery of the Trademark Security Agreement, Grantor's name was "Vanderweil Facility Advisors, Inc."; and

WHEREAS, on or about February 22, 2008, Grantor changed its name to "VFA, Inc.";

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 have the meanings given to them in the Trademark Security Agreement.

2. AMENDMENTS TO TRADEMARK SECURITY AGREEMENT.

(a) The Trademark Security Agreement is amended such that each time it appears therein, "Vanderweil Facility Advisors, Inc." is replaced with "VFA, Inc."

(b) The Trademark Security Agreement is amended by adding to Schedule I thereto the Trademarks referred to on Schedule I hereto.

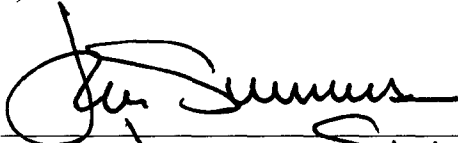
3. ACKNOWLEDGMENTS. Grantor acknowledges and agrees that the Trademarks referred to on Schedule I hereto constitute Trademark Collateral; and, for the avoidance of any doubt, to secure the payment and performance of all Obligations, Grantor grants to Lender a security interest in such Trademarks and all proceeds thereof.

4. COUNTERPARTS. This Amendment may be executed in any number of counterparts, which together constitute but one agreement.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have caused this Amendment to be executed and delivered as of the date first set forth above.

VFA, INC.

By:   
Name: James Summers  
Title: Secretary / Treasurer

BROWN BROTHERS HARRIMAN & CO.

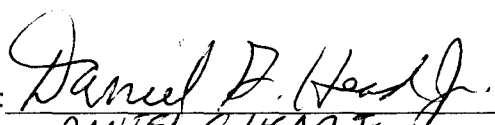
By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the undersigned have caused this Amendment to be executed and delivered as of the date first set forth above.

VFA, INC.

By: \_\_\_\_\_  
Name:  
Title:

BROWN BROTHERS HARRIMAN & CO.

By:   
Name: DANIEL C. HEAD JR.  
Title: S.V.P.

SCHEDULE I  
to  
TRADEMARK SECURITY AGREEMENT

Registered Trademarks and Servicemarks of Borrower:

<u>Trademark</u>	<u>Registration No.</u>	<u>If Foreign Registration, Country</u>	<u>Registration Date</u>
ASSETFUSION	003928711	European Community	October 6, 2005
ASSETFUSION	2944443		April 26, 2005
ASSETFUSION	2941844		April 19, 2005
FSCA	2974395		July 19, 2005
MEZZIA	2499073		October 16, 2001
MEZZIA Demand Planner	2547135		March 12, 2002
VFA	003928686	European Community	October 6, 2005
VFA	2372552		August 1, 2000
VFA	2404857		November 14, 2000
VFA	2906858		November 30, 2004
VFA.FACILITY	879226	Madrid Protocol	September 22, 2005
VFA.FACILITY	2996820		September 20, 2005
VFA.FACILITY	2996845		September 20, 2005

to be aband  
to be aband

Trademark Applications of Borrower:

VFA.FACILITY	879226	European Community	N/A 7/31/2006
VFA.FSA	78/351817		N/A
VFA.SPENDMANAGER	77/041400		N/A
VFA.SPENDMANAGER	77/041414		N/A
VFA.AUDITOR	77/090869		N/A
VFA.AUDITOR	77/090864		N/A

abandoned  
3395436  
3395437  
3389552  
3402629

VFA.AUDITOR 920192 European Community 3/21/2008  
VFA.SPENDMANAGER 927209 MADRID Protocol (EU designated) 5/10/2007