

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
TACIT SOFTWARE, INC.		07/07/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	AGILITY CAPITAL, LLC		
Street Address:	226 E. Canon Perdido Street		
Internal Address:	Suite F		
City:	Santa Barbara		
State/Country:	CALIFORNIA		
Postal Code:	93101		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3332076	ILLUMIO	
Registration Number:	3369230	TACIT	
Registration Number:	2388431	KNOWLEDGEMAIL	
CORRESPONDENCE DATA			
Fax Number:	(858)550-6420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	858-550-6403		
Email:	erin.obrien@cooley.com		
Correspondent Name:	Erin O'Brien		
Address Line 1:	c/o Cooley Godward Kronish LLP		
Address Line 2:	4401 Eastgate Mall		
Address Line 4:	San Diego, CALIFORNIA 92121		
ATTORNEY DOCKET NUMBER:	305948-138 TACIT SOFTWARE		
NAME OF SUBMITTER:	Erin O'Brien		

CH \$90.00 3332076

Signature:	/Erin O'Brien/
Date:	07/08/2008
Total Attachments: 4 source=Tacit Software signed IPSA#page1.tif source=Tacit Software signed IPSA#page2.tif source=Tacit Software signed IPSA#page3.tif source=Tacit Software signed IPSA#page4.tif	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This **Intellectual Property Security Agreement** is entered into as of July **7**, 2008 by and between **AGILITY CAPITAL, LLC**, ("Lender") and **TACIT SOFTWARE, INC.**, a Delaware corporation ("Grantor").

RECITALS

Lender has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "**Loans**") in the amounts and manner set forth in that certain Loan and Security Agreement by and between Lender and Grantor (as amended from time to time, the "**Loan Agreement**") dated as of July **7**, 2008. Lender is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Lender a security interest in all of Grantor's right title, and interest in, to and under all of the Collateral whether presently existing or hereafter acquired. Capitalized terms used herein have the meaning assigned in the Loan Agreement.

NOW, THEREFORE, Grantor agrees as follows:

AGREEMENT

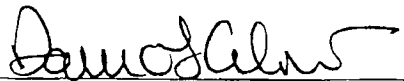
To secure performance of Grantor's obligations under the Loan Agreement, Grantor grants to Lender a security interest in all of Grantor's right, title and interest in Grantor's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits). This security interest is granted in conjunction with the security interest granted to Lender under the Loan Agreement. Each right, power and remedy of Lender provided for herein shall not preclude the simultaneous or later exercise by Lender of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed as of the first date written above.

Address of Grantor:

2100 Geng Road, Suite 103
Palo Alto, CA 94303
Attn: Chief Executive Officer


TACIT SOFTWARE, INC.

By: 
Title: President + CEO

Address of Lender:

226 E. Canon Perdido Street, Suite F
Santa Barbara, CA 93101

AGILITY CAPITAL, LLC

By: 
Title: Chad Credit Officer

**EXHIBIT A
COPYRIGHTS**

NONE

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EXHIBIT B
PATENTS AND PATENT APPLICATIONS

Description	Serial/Patent No.	Application/ Issue Date
METHOD AND APPARATUS FOR ASSIGNING A CONFIDENCE LEVEL TO A TERM WITHIN A USER KNOWLEDGE PROFILE	6832224	12/14/2004
METHOD OF CONSTRUCTING AND DISPLAYING AN ENTITY PROFILE CONSTRUCTED UTILIZING INPUT FROM ENTITIES OTHER THAN THE OWNER	6970879	11/29/2005
METHOD AND APPARATUS FOR ASSIGNING A CONFIDENCE LEVEL TO A TERM WITHIN A USER KNOWLEDGE PROFILE	6377949	04/23/2002
RENDERING DISCRIMINATOR MEMBERS FROM AN INITIAL SET OF RESULT DATA	6668251	12/23/2003
SYSTEM AND METHOD FOR MATCHING TERMS CONTAINED IN AN ELECTRONIC DOCUMENT WITH A SET OF USER PROFILES	6711570	03/23/2004
AUTOMATIC MANAGEMENT OF TERMS IN A USER PROFILE IN A KNOWLEDGE MANAGEMENT SYSTEM	6640229	10/28/2003
METHOD AND APPARATUS FOR ACCESSING A USER KNOWLEDGE PROFILE	6253202	06/26/2001
METHOD AND APPARATUS FOR MANAGING USER PROFILES INCLUDING IDENTIFYING USERS BASED ON MATCHED QUERY TERM	6647384	11/11/2003
METHOD OF CONSTRUCTING AND DISPLAYING AN ENTITY PROFILE CONSTRUCTED UTILIZING INPUT FROM ENTITIES OTHER THAN THE OWNER	6405197	06/11/2002
METHOD AND APPARATUS FOR CONSTRUCTING AND MAINTAINING A USER KNOWLEDGE PROFILE	6115709	09/05/2000
METHOD AND APPARATUS FOR CONSTRUCTING AND MAINTAINING A USER KNOWLEDGE PROFILE	6421669	07/16/2002
METHOD AND APPARATUS FOR ADDRESSING AN ELECTRONIC DOCUMENT FOR TRANSMISSION OVER A NETWORK	6154783	11/28/2000
METHOD AND APPARATUS FOR QUERYING A USER KNOWLEDGE PROFILE	6205472	03/20/2001
WITHDRAWAL OF REQUESTS IF TARGET NUMBER OF REQUESTS RESPONSES RECEIVED	7203725	04/10/2007
METHOD AND APPARATUS FOR CONSTRUCTING AND MAINTAINING A USER KNOWLEDGE PROFILE	20070112845 11650210	05/17/2007 01/04/2007
METHOD AND SYSTEM FOR ADDRESSING A COMMUNICATION FOR TRANSMISSION OVER A NETWORK BASED ON THE CONTENT THEREOF	09703189	10/31/2000
EXPERTISE SERVICES PLATFORM	10300088	11/19/2002
METHOD, SYSTEM AND APPARATUS FOR SEARCHCASTING WITH PRIVACY CONTROL	20070078803 11244715	04/05/2007 10/05/2005
METHOD, SYSTEM AND APPARATUS FOR SEARCHCASTING WITH PRIVACY CONTROL	US2006023604	6/13/2006
KNOWLEDGE NEIGHBORHOODS	US20040111386 09754385	06/10/2004 01/08/2001
METHOD AND SYSTEM TO PUBLISH THE RESULTS OF A SEARCH OF DESCRIPTIVE PROFILES BASED ON RESPECTIVE PUBLICATION POLICIES SPECIFIED BY OWNERS OF THE DESCRIPTIVE PROFILES, AND A PROFILE SERVICE PROVIDER	US20040068477 09759628	04/08/2004 01/12/2001
METHOD AND APPARATUS FOR CONSTRUCTING AND MAINTAINING A USER KNOWLEDGE PROFILE	US20020194178 10135254	12/19/2002 04/29/2002
AUTOMATIC MANAGEMENT OF TERMS IN A USER PROFILE IN A KNOWLEDGE MANAGEMENT SYSTEM	US20040107190 10437861	06/03/2004 05/13/2003
METHOD AND APPARATUS FOR CONSTRUCTING AND MAINTAINING A USER KNOWLEDGE PROFILE	US20050004874 10897768	01/06/2005 07/22/2004
METHOD, SYSTEM AND APPARATUS FOR SEARCHCASTING WITH PRIVACY CONTROL	US20070078803 11244715	04/05/2007 10/05/2005

**EXHIBIT C
TRADEMARKS**

Description	Serial/Registration Number	Application/Registration Date
ILLUMIO	3332076	11/06/2007
TACIT	3369230	1/15/2008
KNOWLEDGEMAIL	2388431	09/19/2000