

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
Mzinga, Inc.		10/23/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BlueCrest Venture Finance Master Fund Limited
Street Address:	P.O. Box 309, Ugland House
Internal Address:	South Church Street
City:	George Town
State/Country:	CAYMAN ISLANDS
Entity Type:	Limited Company: CAYMAN ISLANDS

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3552878	MZINGA
Registration Number:	2508989	PROSPERO
Registration Number:	3339659	SHAREDCONNECTIONS
Registration Number:	3339658	SHAREDCOMMUNITIES
Registration Number:	3339657	SHAREDNETWORKS
Registration Number:	3297790	SHAREDEVENTS
Registration Number:	3391922	SHARED
Registration Number:	3339656	SHAREDINSIGHTS
Registration Number:	3374883	WE>ME WE ARE SMARTER THAN ME
Registration Number:	3374869	WE ARE SMARTER THAN ME
Serial Number:	77831952	OMNISOCIAL
Serial Number:	77684979	SCORE

CORRESPONDENCE DATA

900147013

**TRADEMARK
 REEL: 004091 FRAME: 0548**

CH \$315.00 3552878

Fax Number: (949)567-6710
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 949-567-6700
Email: ipprosecution@orrick.com
Correspondent Name: Orrick, Herrington & Sutcliffe, LLP
Address Line 1: 4 Park Plaza, Suite 1600
Address Line 2: IP Prosecution Department
Address Line 4: Irvine, CALIFORNIA 92614-2558

ATTORNEY DOCKET NUMBER:	18664.10
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DOMESTIC REPRESENTATIVE

Name: Orrick, Herrington & Sutcliffe, LLP
Address Line 1: 4 Park Plaza, Suite 1600
Address Line 2: IP Prosecution Department
Address Line 4: Irvine, CALIFORNIA 92614-2558

NAME OF SUBMITTER:	Chelseaa Bush
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Signature:	/ChelseaaBush/
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Date:	11/05/2009
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Total Attachments: 4
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GRANT OF SECURITY INTEREST

This GRANT OF SECURITY INTEREST, dated as of October 23, 2009, is executed by Mzinga, Inc., a Delaware corporation ("Grantor"), in favor of BlueCrest Venture Finance Master Fund Limited, a Cayman Islands limited company as assignee to BlueCrest Capital Finance, L.P. ("Lender").

A. Pursuant to that certain Loan and Security Agreement, dated as of February 6, 2008 (as amended, supplemented or otherwise modified from time to time, the "Loan Agreement"), between Grantor 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 Schedules I-A and I-B annexed hereto and made a part hereof, which trademarks are registered or 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 October 23, 2009 (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 Venture Finance Master Fund Limited
PO Box 309, Uglan House
South Church Street
George Town, Cayman Islands
Attention: Legal Department

with a copy to:

BlueCrest Venture Finance Master Fund Limited
c/o 225 West Washington Street
Suite 200
Chicago, IL 60606
Attention: Robert Nagy
Tel. No.: (312) 368-4973
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.

GRANTOR

Mzinga, Inc.,
a Delaware corporation

By: 

Name: Barry Libert

Title: CEO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Trademark</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Status</u>
Mzinga	77331579	November 16, 2007	3552878	Registered
Prospero	NA	NA	2508989	Registered
SharedConnections	78895286	May 29, 2006	3339659	Registered
SharedCommunities	78895279	May 29, 2006	3339658	Registered
SharedNetworks	78895274	May 29, 2006	3339657	Registered
SharedEvents	78895271	May 29, 2006	3297790	Registered
Shared	78895269	May 29, 2006	3391922	Registered
SharedInsights	78895265	May 29, 2006	3339656	Registered
We > Me (Design)	77025521	October 20, 2006	3374883	Registered
We are Smarter than Me	77021462	October 15, 2006	3374869	Registered

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Status</u>
OmniSocial	77831952	September 22, 2009	N/A	Applied
SCORE	77684979	March 6, 2009	N/A	Received Office Action and response due November 30, 2009