

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
Velocity Technology Enterprises, Inc.		02/19/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Hercules Technology Growth Capital, Inc.		
Street Address:	400 Hamilton Avenue		
Internal Address:	Suite 310		
City:	Palo Alto		
State/Country:	CALIFORNIA		
Postal Code:	94301		
Entity Type:	CORPORATION: MARYLAND		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	77503573	DIGITAL CONCOURSE	
Serial Number:	76452883	VELOCITY	
Serial Number:	77771494	VELOCITY ON-DEMAND	
Serial Number:	76452894	VELOCITY OUTSOURCING	
CORRESPONDENCE DATA			
Fax Number:	(646)728-2841		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212.596.9000		
Email:	trademarks@ropesgray.com		
Correspondent Name:	Jeril A. Philip		
Address Line 1:	Ropes & Gray LLP		
Address Line 2:	1211 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10036-8704		
ATTORNEY DOCKET NUMBER:	2312-014		

CH \$115.00 77503573

900157512

TRADEMARK
REEL: 004170 FRAME: 0643

NAME OF SUBMITTER:	Jeril A. Philip
Signature:	/Jeril A. Philip/
Date:	03/19/2010
Total Attachments: 4 source=VelocityTechToHerculesTechSecurityInterest#page1.tif source=VelocityTechToHerculesTechSecurityInterest#page2.tif source=VelocityTechToHerculesTechSecurityInterest#page3.tif source=VelocityTechToHerculesTechSecurityInterest#page4.tif	

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

February 19, 2010

This Memorandum between Velocity Technology Enterprises, Inc., a Delaware corporation (the "Mark Owner"), having a place of business at 850 Third Avenue, 10th Floor, New York, NY 10022, and Hercules Technology Growth Capital, Inc., as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of February 19, 2010, as from time to time in effect, among the Mark Owner, certain of its affiliates, certain lenders party thereto and the Secured Party, having a place of business at 400 Hamilton Avenue, Suite 310, Palo Alto, CA 94301.

1. Pursuant to the Guarantee and Security Agreement dated as of February 19, 2010, as from time to time in effect (the "Guarantee and Security Agreement"), among the Mark Owner, certain of its affiliates and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trademarks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and goodwill symbolized thereby (collectively, the "Collateral").
2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Guarantee and Security Agreement.

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The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

Mark Owner:

VELOCITY TECHNOLOGY ENTERPRISES, INC.

By  _____

Name: Thomas R. Bruno

Title: President and Chief Executive Officer

Secured Party:

HERCULES TECHNOLOGY GROWTH CAPITAL, INC.
as Agent under the Credit Agreement referred to above

By 

Name: K. Nicholas Martitsch

Title: Associate General Counsel

EXHIBIT A

<u>Mark Owner</u>	<u>Trademark</u>	<u>Jurisdiction</u>	<u>Class</u>	<u>Status</u>	<u>App./Reg. No.</u>
Velocity Technology Solutions, Inc.	DIGITAL CONCOURSE	Canada		Pending	1421910
Velocity Technology Solutions, Inc.	DIGITAL CONCOURSE	USA	35, 38, 42	Pending	77/503573
Velocity Technology Solutions, Inc.	VELOCITY	USA	42 Int.	Registered	76/452883 3,233,807
Velocity Technology Solutions, Inc.	VELOCITY ON-DEMAND	USA	42	Pending	77/771494
Velocity Technology Solutions, Inc.	VELOCITY OUTSOURCING	USA	42 Int.	Registered	76/452894 3216091