

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
Certiport, Inc.		07/15/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Webster Bank, National Association, as Administrative Agent		
Street Address:	185 Asylum, 5th Floor		
Internal Address:	City Place II		
City:	Hartford		
State/Country:	CONNECTICUT		
Postal Code:	06103-3494		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2730168	IC 3	
Registration Number:	2776481	CERTIPORT	
Registration Number:	3483300	INTERNET & COMPUTING BENCHMARK	
Registration Number:	3008507	IC3 INTERNET AND COMPUTING CORE CERTIFICATION	
Registration Number:	3168237	PATHWAYS	
Registration Number:	3168269	PATHWAYS	
Registration Number:	3193914	CERTISTAFF	
CORRESPONDENCE DATA			
Fax Number:	(202)408-3141		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	800-927-9801 x2348		
Email:	jpaterso@cscinfo.com		
Correspondent Name:	Corporation Service Company		
Address Line 1:	1090 Vermont Avenue NW, Suite 430		

CH \$190.00 2730168

900167487

**TRADEMARK
 REEL: 004246 FRAME: 0277**

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER: 453606

NAME OF SUBMITTER: Jean Paterson

Signature: /jep/

Date: 07/21/2010

Total Attachments: 7

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

CERTIPORT, INC.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: Delaware
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) July 15, 2010

- Assignment Merger
 Security Agreement Change of Name
 Other Grant of Security Interest

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: WEBSTER BANK, NATIONAL ASSOCIATION,

Internal

Address: as Administrative Agent

Street Address: City Place II, 185 Asylum, 5th Floor

City: Hartford

State: Connecticut

Country: USA Zip: 06103-3494

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,730,168; 2,776,481; 3,483,300; 3,008,507; 3,168,237; 3,168,269

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Janelle Telesford, Legal Assistant

Internal Address: Emmet, Marvin & Martin, LLP

Street Address: 120 Broadway

City: New York

State: New York Zip: 10271

Phone Number: 212-238-3244

Fax Number: 212-238-3100

Email Address: jtelesford@emmetmarvin.com # 453606

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:



Signature

July 20, 2010

Date

Janelle Telesford

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **CERTIPORT, INC.**, a Delaware corporation (the "**Grantor**"), Certiport LLC, a Delaware limited liability company, Certiport China Holding, LLC, a Delaware limited liability company, MeasureUp, LLC, a Delaware limited liability company, and **WEBSTER BANK, NATIONAL ASSOCIATION**, as administrative agent (the "**Administrative Agent**"), are parties to an Amended and Restated Security and Pledge Agreement, dated as of July 15, 2010 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**").

Pursuant to the Security Agreement, the Grantor granted to the Administrative Agent a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "**Trademarks**"), together with the goodwill of the business symbolized by the Trademarks, and all proceeds thereof, including, without limitation, from any and all causes of action which may exist by reason of infringement thereof (the "**Collateral**"), to secure the prompt payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor hereby reaffirms, ratifies and grants to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. To the extent any provision of this Grant of Security Interest (Trademarks) conflicts with any provision of the Security Agreement, the Security Agreement shall govern.

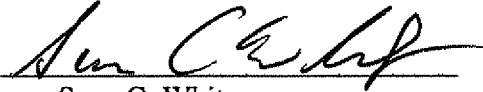
Upon the satisfaction of the Secured Obligations, the Administrative Agent shall, at the Grantor's sole cost and expense, promptly execute, deliver and/or file any and all releases reasonably requested by the Grantor as may be necessary to release the security interests created by the Security Agreement.

The Administrative Agent's address is:

Webster Bank, National Association
CityPlace II
185 Asylum Street, 5th Floor
Hartford, Ct. 06103-3494

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest (Trademarks) to be duly executed by its duly authorized officer as of the date first above written.

CERTIPORT, INC.

By: 
Name: Sean C. White
Title: Vice President

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of July 15, 2010

Trademark Registration

Mark	Country	Ser./App. No. and Filing Date	Reg. No. and Reg. Date
IC3 Stylized	Australia	980176 11/28/2003	980176 08/10/2005
CERTIPORT	Australia	980079 11/28/2003	980079 11/28/2003
IC3 INTERNET AND COMPUTING CORE CERTIFICATION Stylized	Australia	994255 03/19/2004	994255 03/19/2004
IC3 INTERNET AND COMPUTING CORE CERTIFICATION and Design	Canada	1,192,382 10/03/2003	668,498 07/24/2006
IC3 and Design	Canada	1,126,708 01/08/2002	654,929 12/13/2005
CERTIPORT	Canada	1,137,934 04/19/2002	600,113 01/21/2004
CERTIPORT	Europe (CTM)	2528834 01/09/2002	2528834 08/25/2003
IC3 INTERNET AND COMPUTING CORE CERTIFICATION	Europe (CTM)	3386794 10/03/2003	3386794 01/03/2005
CERTIPORT	Hong Kong	300118601 11/27/2003	300118601 11/27/2003
IC3	Hong Kong	300118593 11/27/2003	300118593 11/27/2003

Mark	Country	Ser./App. No. and Filing Date	Reg. No. and Reg. Date
IC3 INTERNET AND COMPUTING CORE CERTIFICATION	Hong Kong	30008821	30008821
		10/06/2003	10/06/2003
IC3 INTERNET AND COMPUTING CORE CERTIFICATION	Japan	2003-69016	4782160
		08/13/2003	06/25/2004
IC3	Japan	2002-00421	4689068
		01/08/2002	07/04/2003
CERTIPORT	Japan	2002-23536	4648328
		03/26/2002	02/28/2003
IC3	New Zealand	705316	705316
		12/02/2003	12/02/2003
CERTIPORT	New Zealand	705315	705315
		12/02/2003	12/02/2003
IC3 INTERNET AND COMPUTING CORE CERTIFICATION	New Zealand	702594	702594
		10/06/2003	04/07/2003
IC3	P.R. China	3897588	3897588
		01/24/2004	09/28/2006
CERTIPORT	P.R. China	3897590	3897590
		01/24/2004	09/28/2006
IC3	Singapore	T03/19190A	T03/19190A
		11/28/2003	11/28/2003
IC3	Singapore	T03/1919Z	T03/1919Z
		11/28/2003	11/28/2003
CERTIPORT	Singapore	T03/19192H	T03/19192H
		11/28/2003	11/28/2003
CERTIPORT	Singapore	T03/19193F	T03/19193F
		11/28/2003	11/28/2003
IC INTERNET AND COMPUTING CORE CERTIFICATION	Singapore	T03/15949H 04/07/2003	T03/15949H 04/07/2003

Mark	Country	Ser./App. No. and Filing Date	Reg. No. and Reg. Date
IC3 INTERNET AND COMPUTING CORE CERTIFICATION	Singapore	T03/15950A 04/07/2003	T03/15950A 04/07/2003
IC3	South Korea	41-2003-27494 12/12/2003	116435 5/17/2005
CERTIPORT	South Korea	41-2003-27495 12/12/2003	116434 05/17/2005
IC3 INTERNET AND COMPUTING CORE CERTIFICATION	South Korea	41-2003-21188 10/06/2003	109718 12/14/2004
IC3	United States	76/283,587 07/09/2001	2,730,168 06/24/2003
CERTIPORT	United States	76/343,319 11/30/2001	2,776,481 10/21/2003
INTERNET AND COMPUTING BENCHMARK	United States	77/210,734 06/20/2007	3,483,300 08/12/2008
IC3 INTERNET AND COMPUTING CORE CERTIFICATION Stylized	United States	78/234,609 04/07/2003	3,008,507 10/25/2005
PATHWAYS	United States	78/767,668 12/06/2005	3,168,237 11/07/2006
PATHWAYS and Design	United States	78/769,122 12/08/2005	3,168,269 11/07/2006
CERTISTAFF	United States	78/833,850 03/09/2006	3,193,914 01/02/2007
CERTIPORT	United States / Utah	6858907-0190	6858907-0190 12/26/2007
IC3 (Stylized)	United States / Utah	6858919-0190	6858919-0190 12/26/2007

Mark	Country	Ser./App. No. and Filing Date	Reg. No. and Reg. Date
1 C3 INTERNET AND COMPUTING CORE CERTIFICATION	Australia	973082 10/03/2003	973082 10/03/2003

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