

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
M SQUARED CONSULTING, INC.		08/01/2013	CORPORATION: DELAWARE
COLLABRUS INC.		08/01/2013	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	FIRST NIAGRA COMMERCIAL FINANCE, INC.		
Street Address:	3 Allied Drive, Suite 210		
City:	Dedham		
State/Country:	MASSACHUSETTS		
Postal Code:	02026		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2151899	M2	
Registration Number:	3377791	TARGETED EXPERTISE. DRIVING RESULTS.	
Registration Number:	4129417	EXPERTISE AT WORK	
Registration Number:	4004821	M SQUARED	
Registration Number:	4004822	M SQUARED CONSULTING	
Registration Number:	3115367	COLLABRUS	
Registration Number:	2384292	CONSULTANT BILLING INC.	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2023704761		
Email:	tfahey@nationalcorp.com		
Correspondent Name:	Thomas Fahey		

OP \$190.00 2151899

Address Line 1:	1025 Vermont Avenue NW, Suite 1130
Address Line 2:	National Corporate Research, Ltd.
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F145821
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NAME OF SUBMITTER:	Lisa A. Cobbett
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Signature:	/Lisa A. Cobbett/
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Date:	08/01/2013
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Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

August 1, 2013

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of M SQUARED CONSULTING, INC., a Delaware corporation, and COLLABRUS INC., a California corporation (individually, a "Grantor", and collectively, the "Grantors"), hereby grants to FIRST NIAGARA COMMERCIAL FINANCE, INC., a wholly-owned subsidiary of First Niagara Bank, N.A. (the "Grantee"), a continuing security interest in (i) all of such Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Security Agreement by and between SolomonEdwardsGroup, LLC, a Delaware limited liability company (the "Existing Grantor"), and the Grantee, dated as of January 9, 2012 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Security Agreement"), to which each Grantor joined as a party thereto pursuant to that certain Joinder Agreement dated as of the date hereof by and among the Existing Grantor, the Grantors and the Grantee. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

M SQUARED CONSULTING, INC., as a Grantor

By: 

Name: Edward S. Baumstein

Title: President and Chief Executive Officer

COLLABRUS INC., as a Grantor

By: 

Name: Edward S. Baumstein

Title: President and Chief Executive Officer

FIRST NIAGARA COMMERCIAL FINANCE,
INC., a wholly-owned subsidiary of First Niagara
Bank, N.A., as Grantee

By: _____

Name: Michael Schwartz

Title: Vice President

Signature Page to Grant of Security Interest in United States Trademarks

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

M SQUARED CONSULTING, INC., as a Grantor

By: _____
Name: _____
Title: _____

COLLABRUS INC., as a Grantor

By: _____
Name: _____
Title: _____

FIRST NIAGARA COMMERCIAL FINANCE,
INC., a wholly-owned subsidiary of First Niagara
Bank, N.A., as Grantee

By: Michael Schwartz
Name: Michael Schwartz
Title: Vice President

SCHEDULE A

Grantor	Mark	Registration No.	Registration Date
M Squared Consulting, Inc.	M2	2,151,899	March 21, 1998
M Squared Consulting, Inc.	TARGETED EXPERTISE. DRIVING RESULTS	3,377,791	February 5, 2008
M Squared Consulting, Inc.	EXPERTISE AT WORK	4,129,417	April 17, 2012
M Squared Consulting, Inc.	M SQUARED	4,004,821	August 2, 2011
M Squared Consulting, Inc.	M SQUARED CONSULTING	4,004,822	August 2, 2011
Collabrus Inc.	COLLABRUS	3,115,367	July 11, 2006
Collabrus Inc.	CONSULTANT BILLING INC.	2,384,292	September 5, 2000

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Schedule A to Grant of Security Interest in United States Trademarks