

06-17-1999

Recordation Fo

Department of Commerce  
Patent and Trademark Office



TRADEMARK

101067435

MP 6-14-99

To the Honorable Commissioner of Patents and Trademarks: Please record the attached orig

1. Name of conveying party(ies) 1999 JUN 14 AM 8:38  
The McKinley Group

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation - State Delaware  
 Other \_\_\_\_\_

Additional name(s) of conveying Party(ies) attached?  
 Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: March 8, 1999

2. Name and address of receiving party(ies):  
Name: BankBoston, N.A.  
Internal Address: Suite 250  
Street Address: 435 Tasso Street  
City: Palo Alto State: CA Zip: 94301

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation - State: \_\_\_\_\_  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from Assignment)  
Additional Name(s) & address(es) attached:  
 Yes  No

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s): \_\_\_\_\_ B. Trademark Registration No.(s): 1,981,181

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning documents should be mailed:  
Name: Helen Canafax  
Internal Address: Gibson, Dunn & Crutcher  
Telesis Tower, 31st Floor  
Street Address: One Montgomery Street  
City San Francisco State CA Zip 94104

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 50-0440  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Colin O'Brien *Colin O'Brien* 6/8/99  
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 3

6/16/1999 JSHABA77 00000173 500440 1981181  
OMB No. 0651-0011

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Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

**NOTICE  
OF SECURITY INTEREST IN  
PATENTS AND TRADEMARKS**

NOTICE IS HEREBY GIVEN that The McKinley Group, a Delaware corporation (the "Debtor") with an office located at 555 Broadway, Redwood City, California 94063, and BankBoston, N.A., a national banking association (the "Agent"), with an office located at 435 Tasso Street, Suite 250, Palo Alto, California 94301, on behalf of certain lenders (collectively, the "Secured Parties"), have entered into a Guarantor Pledge and Security Agreement dated as of March 8, 1999 (the "Security Agreement").

Pursuant to the Security Agreement, the Debtor has granted to the Agent, for the equal and ratable benefit of the Secured Parties, a security interest in (a) the registered patents, applications for registration of patents, and licenses of registered patents listed in Schedule A hereto and (b) the registered trademarks and service marks, applications for registration of trademarks and service marks, and licenses of registered trademarks and service marks listed in Schedule B hereto, together with the goodwill of the business symbolized thereby, to secure the payment, performance and observance of the Secured Obligations as defined in the Security Agreement.

The Commissioner of Patents and Trademarks is requested to record this notice in its records.

Dated: March 8, 1999

**THE MCKINLEY GROUP**

By: Cherry M. Vail

Name: Cherry M. Vail

Title: Corporate Secretary

**SCHEDULE B  
TO  
NOTICE OF SECURITY INTEREST IN PATENTS AND TRADEMARKS  
FROM  
THE MCKINLEY GROUP**

1. The McKinley Group's Federal Trademark and Service Mark Registrations.

<u>Trademark/Service Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
THE MCKINLEY	1,981,181	June 18, 1996

2. The McKinley Group's Applications for Federal Registration of Trademarks and Service Marks.

<u>Trademark/Service Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
None.		