

06-21-2002
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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

RE

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Telemics, Inc. 6-14-02
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: JG Funding, LLC
Internal
Address: Suite 1650
Street Address: National City Tower
City: Louisville State: KY Zip: 40202
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company
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)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: May 28, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
78/011358
78/027547
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Cynthia L. Stewart
Internal Address: Frost Brown Todd, LLC
32nd Floor
Street Address: 400 West Market Street
City: Louisville State: KY Zip: 40202-3363

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
024275
(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.
Cynthia L. Stewart Cynthia L. Stewart June 14, 2002
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 23

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

06/20/2002 TDIAZ1 00000122 024275 78011358
01 FC:481 40.00 CH
02 FC:482 25.00 CH

TRADEMARK
REEL: 002529 FRAME: 0337

**COLLATERAL ASSIGNMENT
OF
SERVICE MARKS**

This Collateral Assignment of Service Marks (this "Assignment") is made and entered into as of May 28, 2002, by TELEMICS, INC., a Delaware corporation, ("Assignor"), in favor of each of the parties listed on Exhibit A hereto (collectively, the "Assignees").

WHEREAS the Assignor has an interest in the following service marks (the "Service Marks"), including all rights under the registrations (the "Registrations") of the Service Marks on the Principal Register of the United States Patent and Trademark Office with the registration number and date of issuance set forth below:

<u>Service Mark</u>	<u>Application Serial Number</u>	<u>Date of Filing</u>
OVC	78/011,358	June 6, 2000
Telemics	78/027,547	September 25, 2000

WHEREAS, Assignor and Assignee have entered into a Security Agreement dated as of May 28, 2002 (the "Agreement"), whereby Assignor has agreed to give to Assignee a security interest in the Registrations designated above, and

WHEREAS, By this Assignment, Assignor desires to fulfill its obligations under the Agreement to grant to Assignee a security interest in the Registrations, which security interest is intended to secure Assignor's current obligations to Assignee under the Agreement.

AGREEMENT

Therefore, in fulfillment of Assignor's obligations under the Agreement and related agreements, Assignor agrees as follows:


1. Assignor hereby collaterally assigns as security to Assignee, and grants to Assignee, a security interest in all of Assignor's right, title and interest in and to the Registrations, together with all goodwill of the business symbolized by the Registrations, to secure payment when due of any and all indebtedness and other obligations of Assignor to Assignee under the Agreement.

2. Until an event of default (as defined in the Agreement) shall occur, Assignor shall have all right to possession and use of the Registrations.

3. If an "event of default" occurs, Assignee shall have the right, but not the obligation, to claim all rights of Assignor to the Registrations, and all goodwill associated therewith and shall, in addition, have all remedies available to Assignee under the Agreement.

IN WITNESS WHEREOF, the undersigned, a duly authorized representative of each of the Assignor and the Assignee, has executed this Collateral Assignment of Service Marks on the dates set forth below.

TELEMICS, INC.

By: 

Scott Rousseff

Title: President and Chief Executive Officer

Date: May 28, 2002

JG FUNDING, LLC

By: Chrysalis Ventures, LLC, its Manager

By: _____
David A. Jones, Jr., its Manager

Date: _____

IWB INVESTMENTS, L.P.

By: IWB Investments, Inc., General Partner

By: _____
Irving W. Bailey, II, President

Date: _____

IN WITNESS WHEREOF, the undersigned, a duly authorized representative of each of the Assignor and the Assignee, has executed this Collateral Assignment of Service Marks on the dates set forth below.

TELEMICS, INC.

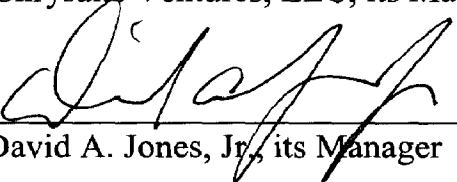
By: _____
Scott Roussell

Title: President and Chief Executive Officer

Date: _____

JG FUNDING, LLC

By: Chrysalis Ventures, LLC, its Manager

By:  _____
David A. Jones, Jr., its Manager

Date: _____

IWB INVESTMENTS, L.P.

By: IWB Investments, Inc., General Partner

By: _____
Irving W. Bailey, II, President

Date: _____

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TELEMICS, INC.

By: _____
Scott Roussell

Title: President and Chief Executive Officer

Date: _____

JG FUNDING, LLC

By: Chrysalis Ventures, LLC, its Manager

By: _____
David A. Jones, Jr., its Manager

Date: _____

IWB INVESTMENTS, L.P.

By: IWB Investments, Inc., General Partner

By: _____
Irving W. Bailey, II, President

Date: _____

PROSPERITAS INVESTMENT PARTNERS, L.P.

By: *Steven F. Bin*
Name: *Steven F. Bin*
Title: *Principal + COO*
Date: *5/28/02*

OPEN PRAIRIE VENTURES I, L.P.,
an Illinois limited partnership

By: Open Prairie Ventures Management I,
LLC, a Delaware limited liability company,
sole General Partner

By: Open Prairie Ventures, Inc.,
an Illinois Corporation, Manager

By: _____
Name: _____
Its: _____
Date: _____

ICEBERG VENTURES, LLC

By: _____
Gregory Fischer, Manager

BFC III, LTD.

By: BF Capital, Inc.

By: _____
Dale Boden, President

PROSPERITAS INVESTMENT PARTNERS, L.P.

By: _____

Name: _____

Title: _____

Date: _____

OPEN PRAIRIE VENTURES I, L.P.,
an Illinois limited partnership

By: Open Prairie Ventures Management I,
LLC, a Delaware limited liability company,
sole General Partner

By: Open Prairie Ventures, Inc.,
an Illinois Corporation, Manager

By: James M. Schultz

Name: JAMES M. SCHULTZ

Its: PRESIDENT

Date: 5-28-02

ICEBERG VENTURES GG, LLC

By: _____
Gregory Fischer, Manager

Date: _____

BFC III, LTD.

By: BF Capital, Inc.

By: _____
Dale Boden, President

Date: _____

PROSPERITAS INVESTMENT PARTNERS, L.P.

By: _____

Name: _____

Title: _____

Date: _____

OPEN PRAIRIE VENTURES I, L.P.,
an Illinois limited partnership

By: Open Prairie Ventures Management I,
LLC, a Delaware limited liability company,
sole General Partner

By: Open Prairie Ventures, Inc.,
an Illinois Corporation, Manager

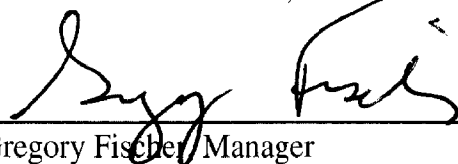
By: _____

Name: _____

Its: _____

Date: _____

ICEBERG VENTURES GG, LLC

By:  _____
Gregory Fischer, Manager

Date: _____

BFC III, LTD.

By: BF Capital, Inc.

By: _____
Dale Boden, President

Date: _____

PROSPERITAS INVESTMENT PARTNERS, L.P.

By: _____

Name: _____

Title: _____

Date: _____

OPEN PRAIRIE VENTURES I, L.P.,

an Illinois limited partnership

By: Open Prairie Ventures Management I,
LLC, a Delaware limited liability company,
sole General Partner

By: Open Prairie Ventures, Inc.,
an Illinois Corporation, Manager

By: _____

Name: _____

Its: _____

Date: _____

ICEBERG VENTURES, LLC

By: _____

Gregory Fischer, Manager

BFC III, LTD.

By: BF Capital, Inc.

By:  _____

Dale Boden, President

Michael S. Lenton

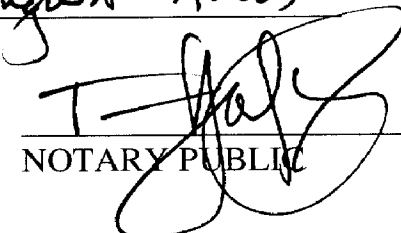
J. DAVID GRISSOM

Pursuant to Power-of-Attorney granted by
J. David Grissom to Michael S. Lenton

By: _____
MARK MICK, Vice President

STATE OF Kentucky
COUNTY OF Jensen

On this 28th day of May, 2002 before me appeared SCOTT ROUSSELL, the person who signed this instrument, who acknowledged that he is the duly appointed President and Chief Executive Officer of Telemics, Inc. (the "Assignor"), that he is duly authorized by the Assignor to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignor.

My Commission Expires: August 23, 2005


NOTARY PUBLIC

STATE OF Kentucky
COUNTY OF Jefferson

On this 28th day of May, 2002 before me appeared DAVID A. JONES, JR., the person who signed this instrument, who acknowledged that he is the duly appointed Manager of CHRYSALIS VENTURES, LLC, the Manager of JG FUNDING, LLC (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: Notary Public, State at Large, KY
My commission expires Feb. 6, 2005

Lou E. Black
NOTARY PUBLIC

STATE OF _____)
COUNTY OF _____)

On this _____ day of May, 2002 before me appeared IRVING W. BAILEY, II, the person who signed this instrument, who acknowledged that he is the duly appointed President of IWB Investments, Inc., General Partner of IWB INVESTMENTS, L.P. (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: _____

NOTARY PUBLIC

STATE OF _____)
)
COUNTY OF _____)

On this ____ day of May, 2002 before me appeared DAVID A. JONES, JR., the person who signed this instrument, who acknowledged that he is the duly appointed Manager of CHRYSALIS VENTURES, LLC, the Manager of JG FUNDING, LLC (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: _____

NOTARY PUBLIC

STATE OF Kentucky
COUNTY OF Jefferson

On this 28th day of May, 2002 before me appeared IRVING W. BAILEY, II, the person who signed this instrument, who acknowledged that he is the duly appointed President of IWB Investments, Inc., General Partner of IWB INVESTMENTS, L.P. (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: Notary Public, State at Large, KY
My commission expires Feb. 6, 2005

Joe E. Black
NOTARY PUBLIC

STATE OF Ky)
)
COUNTY OF Jefferson

On this 12th day of ^{June}~~May~~, 2002 before me appeared Steven B. Bing, the person who signed this instrument, who acknowledged that he is the duly appointed _____ of PROSPERITAS INVESTMENT PARTNERS, L.P. (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: 9/24/2005

Angela Criscillis
NOTARY PUBLIC

STATE OF _____)
)
COUNTY OF _____)

On this ____ day of May, 2002 before me appeared _____, the person who signed this instrument, who acknowledged that he is the duly appointed _____ of OPEN PRAIRIE VENTURES I, L.P. (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: _____

NOTARY PUBLIC

STATE OF _____)

COUNTY OF _____)

On this ____ day of May, 2002 before me appeared _____, the person who signed this instrument, who acknowledged that he is the duly appointed _____ of PROSPERITAS INVESTMENT PARTNERS, L.P. (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: _____

NOTARY PUBLIC

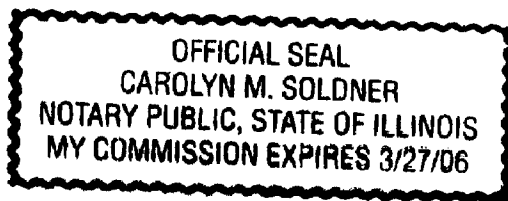
STATE OF Illinois

COUNTY OF Effingham

On this 28 day of May, 2002 before me appeared James M. Schultz the person who signed this instrument, who acknowledged that he is the duly appointed President of OPEN PRAIRIE VENTURES I, L.P. (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: 3/27/06

Carolyn M. Soldner
NOTARY PUBLIC



STATE OF Kentucky)

COUNTY OF Jefferson)

On this 28th day of May, 2002 before me appeared GREGORY FISCHER, the person who signed this instrument, who acknowledged that he is the duly appointed Manager of ICEBERG VENTURES GG, LLC, (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: July 2, 2005

Ralph M. [Signature]
NOTARY PUBLIC

STATE OF _____)

COUNTY OF _____)

On this ____ day of May, 2002 before me appeared DALE BODEN, the person who signed this instrument, who acknowledged that he is the duly appointed President of BF CAPITAL, INC., the General Partner of BFC III, LTD (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: _____

NOTARY PUBLIC

STATE OF _____)
)
COUNTY OF _____)

On this ____ day of May, 2002 before me appeared GREGORY FISCHER, the person who signed this instrument, who acknowledged that he is the duly appointed Manager of ICEBERG VENTURES, LLC, (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: _____

NOTARY PUBLIC

STATE OF _____)
)
COUNTY OF _____)

On this 24th day of May, 2002 before me appeared DALE BODEN, the person who signed this instrument, who acknowledged that he is the duly appointed President of BF CAPITAL, INC., the General Partner of BFC III, LTD (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: 05-10-2004

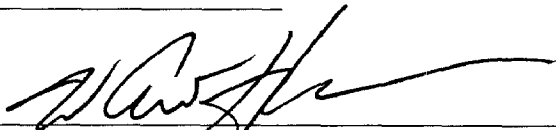
Ravin H. McGuff
NOTARY PUBLIC
Notary Public, State of _____
My Comm. Expires _____

STATE OF _____)

_____)
COUNTY OF _____)

On this ____ day of May, 2002 before me appeared MARK MICK, the person who signed this instrument, who acknowledged that he is the duly appointed Assistant Vice President of FIFTH THIRD BANK, KENTUCKY, INC. (an "Assignee"), that he is duly authorized by the Assignee to sign this instrument, and that he has signed this instrument as a free act on behalf of the Assignee.

My Commission Expires: 7-10-02



NOTARY PUBLIC

STATE OF Ky)
COUNTY OF Jefferson

On this 28th day of May, 2002 before me appeared J. DAVID GRISSOM, individually, the person who signed this instrument, that he is duly authorized to sign this instrument, and that he has signed this instrument as a free act.

My Commission Expires: Notary Public, State at Large, KY
My commission expires Feb. 13, 2005

Catherine E Miller
NOTARY PUBLIC

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LOUIMDMS/158028.2

EXHIBIT A

IWB Investments, L.P.
1650 National City Tower
Louisville, KY 40202

Prosperitas Investment Partners, L.P
Kentucky limited partnership
3600 National City Tower
Louisville, KY 40202

Open Prairie Ventures I, L.P.
Illinois limited partnership
115 North Neil Street
Suite 209
Champaign, IL 61820

Iceberg Ventures GG, LLC
Kentucky limited liability company
124 North First Street
Louisville, KY 40202

BFC III, Ltd.
Kentucky limited partnership
600 East Main Street
Louisville, KY 40202

FIFTH THIRD BANK, KENTUCKY, INC.
Ohio corporation
Fifth Third Center
401 South Fourth Avenue
Louisville, KY 40202

J. DAVID GRISSOM
United States individual
1650 National City Tower
Louisville, KY 40202

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