

FORM PTO-
1-31-92

03-10-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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10/13/99

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

MS 2-15-00

1. Name of conveying party(ies):

McHugh Software International, Inc.

- Individual(s)
- General Partnership
- Corporation-State (DELAWARE)
- Other

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

3. Nature of conveyance:

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

Execution Date: 8/6/99

2. Name and address of receiving party(ies):

Name: Silicon Valley Bank

Internal Address: Loan Documentation HG150

Street Address: 3003 Tasman Drive

City: Santa Clara State: Ca ZIP: 95054

- 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

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)
2012377

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Silicon Valley Bank

Internal Address: Loan Documentation HG150

Street Address: 3003 Tasman Dr.

City: Santa Clara State: Ca ZIP: 95054

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

10/15/1999 MTHAI1 00000251 2012377

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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.

Teresa Gomez
Signature

Name of Person Signing

Teresa Gomez

Date 10/6/99

Total number of pages comprising cover sheet:

OMB No 0651-0011 (exp 4/94)

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement dated August 6, 1999 is by and among SILICON VALLEY BANK ("Bank") and McHUGH SOFTWARE INTERNATIONAL, INC., a Delaware corporation, with its principal place of business at 20700 Swenson Drive, Waukesha, WI 53186-0904, WESELEY SOFTWARE DEVELOPMENT CORP., a Connecticut corporation, with its principal place of business at 1000 Bridgeport Avenue, Shelton, CT 06484, GAGNON & ASSOCIATES, INC., a Minnesota corporation, with its principal place of business at 15320 Minnetonka Boulevard, Minnetonka, MN 55345, SOFTWARE ARCHITECTS, INC., a Wisconsin corporation, with its principal place of business at 20700 Swenson Drive, Waukesha, WI 53186-0904, McHUGH SOFTWARE INTERNATIONAL N.V., a Belgium corporation, with its principal place of business at Woluwe Gardens, Woluwedal 28, 1932 Sint Stevens Woluwe, Belgium, and McHUGH SOFTWARE INTERNATIONAL LTD., a United Kingdom corporation, with its principal place of business at 6 The Forbury, Reading RG1, 3EJ, Berkshire, United Kingdom (herein collectively "Grantors").

RECITALS

A. Bank will make advances to or for the benefit of McHugh and the other Grantors ("Loans") as described in the Loan and Security Agreement, of even date herewith (the "Loan Agreement"), but only if Grantors grant Bank a security interest in their respective Copyrights, Trademarks, Patents, and Mask Works.

B. Grantors have granted Bank a security interest in all of their respective right, title and interest, presently existing or later acquired to all the Collateral.

C. All terms defined in the Loan Agreement and not otherwise defined herein shall have the meanings ascribed to such terms in the Loan Agreement.

AGREEMENT


Each Grantor grants Bank a security interest in all of its right, title and interest in its Intellectual Property Collateral (such as the Copyrights, Patents, Trademarks and Mask Works listed on Schedules A, B, C, and D), and all proceeds (such as license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements rights throughout the world and all re-issues, divisions, continuations, renewals, extensions and continuations-in-part.


This security interest is granted in conjunction with the security interest granted under the Loan Agreement. Bank's rights and remedies in the security interest are in addition to those in the Loan Agreement and the other Loan Documents, and those available in law or equity. Bank's rights powers and interests are cumulative with every right, power or remedy provided here. Bank's exercise its rights, powers or remedies in this Agreement, the Loan Agreement or any other Loan Document, does not preclude the simultaneous or later exercise of any or all other right, power or remedy. The laws of the State of Illinois govern this Agreement without regard to principles of conflicts of law.

GRANTORS:

McHUGH SOFTWARE INTERNATIONAL, INC.

WESELEY SOFTWARE DEVELOPMENT
CORP.

By: 

By: 

Title: EVP, CFO

Title: EVP, CFO

GAGNON & ASSOCIATES, INC.

By: [Signature]

Title: EVP, CFO

SOFTWARE ARCHITECTS, INC.

By: [Signature]

Title: EVP, CFO

McHUGH SOFTWARE INTERNATIONAL N.V.

By: [Signature]

Title: Director

McHUGH SOFTWARE INTERNATIONAL LTD.

By: [Signature]

Title: EVP, CFO

BANK:

SILICON VALLEY BANK

By: [Signature]

Title: SVP

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EXHIBIT A to INTELLECTUAL PROPERTY SECURITY AGREEMENT

Copyrights

<u>Description</u>	Name of Grantor	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
DMplus	McHugh	N/A	N/A
TRACS*	Weseley	N/A	N/A
DCS	SAI	N/A	N/A
CALM	Gagnon	N/A	N/A

EXHIBIT B to INTELLECTUAL PROPERTY SECURITY AGREEMENT

Patents

Description

Name of Grantor

Registration/
Application
Number

Registration/
Application
Date

NONE

EXHIBIT C to INTELLECTUAL PROPERTY SECURITY AGREEMENT

Trademarks

<u>Description</u>	Name of Grantor	Registration/ Application <u>Number</u>	Registration/ Application <u>Date</u>
DMplus	McHugh, Freeman & Associates, Inc. (McHugh)	2012377	10/29/96

EXHIBIT D to INTELLECTUAL PROPERTY SECURITY AGREEMENT

Mask Works

<u>Description</u>	Name of Grantor	Registration/ Application <u>Number</u>	Registration/ Application <u>Date</u>
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NONE

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9/30/96

RECORDED: 02/15/2000

**TRADEMARK
REEL: 002032 FRAME: 0693**