

REC

09-21-2000



SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Y 9.700

To the Honorable Commissioner of

101465544

attached original documents or copy thereof.

1. Name of conveying party(ies):

NewRiver Investor Communications, Inc.

- Individuals  Association
- General Partnership  Limited Partnership
- Corporate-State Massachusetts
- 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: August 28, 2000

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

Name: Fleet National Bank

Internal Address:

Street Address: 100 Federal Street

City: Boston State MA ZIP 02110

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Bank

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 patent number(s):

A. Trademark Application No(s)

1. 75-634,235 (2/5/99)
2. 75-634,234 (2/5/99)
3. 75-630,633 (1/29/99)
4. 76-073649 (6/19/00)
5. 76-073879 (6/19/00)

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

None

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

Name: Jonathan R. Harris, Esq.

Internal Address: Edwards & Angell, LLP

Street Address: 101 Federal Street

City: Boston State MA ZIP 02110

6. Total number of applications and registrations involved

5

7. Total fee (37 CFR 3.41)..... \$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number:

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

09/19/2000 MTHA11 00000231 75634235

DO NOT USE THIS SPACE

01 Fee statement and signature: 40.00 ON  
02 Fee 100.00 ON

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.

Judy Radoccia

Name of Person Signing

Signature

September 6, 2000

Date

Total number of pages including cover sheet, attachments, and document 7

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

U:\CJJ\FORMS\1594.P

TRADEMARK  
REEL: 002143 FRAME: 0024

SECURITY AGREEMENT (TRADEMARKS)

WHEREAS, NEWRIVER INVESTOR COMMUNICATIONS, INC. (formerly known as "InUnity Corporation"), a Massachusetts corporation, with a principal place of business at 200 Brickstone Square, Andover, MA 01810 (the "Company") and FLEET NATIONAL BANK, with a place of business at 100 Federal Street, Boston, Massachusetts 02110 (the "Bank") have entered into an Inventory, Accounts Receivable and Intangibles Security Agreement dated May 6, 1999, as amended (as so amended, the "Security Agreement") and are also parties to a related letter agreement, as amended (as so amended, the "Letter Agreement") between the Bank and the Company; and

WHEREAS, the Company is the owner and user of the trademarks listed on Schedule A hereto and identified in said Security Agreement (the "Trademarks"); and

WHEREAS, among the security interests granted by the Company to the Bank pursuant to the Security Agreement is a security interest in the Trademarks listed on Schedule A hereto, together with the goodwill of the business associated with and symbolized by such Trademarks; and

WHEREAS, the parties to the Security Agreement contemplate and intend that, if an Event of Default (as defined in the Letter Agreement) shall occur and be continuing, the Bank shall have all rights of the Company in and to the Trademarks and the goodwill of the business of the Company associated with and symbolized by the Trademarks as may be necessary or proper in order to enable the Bank, as foreclosing secured party, to continue such business of the Company or, following such foreclosure, to transfer to a purchaser all such rights as may be necessary or proper to enable such purchaser to continue such business of the Company;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties reconfirm the terms of the Security Agreement, as if set forth fully herein, and acknowledge that the Bank has a security interest in the Trademarks listed on Schedule A hereto, together with the goodwill of the business associated with and symbolized by such Trademarks; as security for the Obligations (as defined in the Security Agreement), the Company hereby collaterally assigns to the Bank, and grants a security interest to the Bank in and to, all of the Company's right, title and interest in and to said Trademarks and the goodwill of the business associated therewith; the Company agrees that it will not sell or assign any of the Trademarks without the prior written consent of the Bank; and the Company and the Bank request that the Commissioner of Patents and Trademarks record this document with respect to the Trademarks.

The Company hereby appoints the Bank as the Company's attorney-in-fact (with full power of substitution and resubstitution) with the power and authority, after the occurrence of any Event of Default (as defined in the Letter Agreement), to execute and deliver, in the name and on behalf of the Company, and to cause the recording of all such further assignments and other instruments as the Bank may reasonably deem necessary or desirable in order to carry out

the intent of the Security Agreement and this Security Agreement (Trademarks). The Company agrees that all third parties may conclusively rely on any such further assignment or other instrument, so executed, delivered and recorded by the Bank (or the Bank's designee in accordance with the terms hereof) and on the statements made therein.

NEWRIVER INVESTOR  
COMMUNICATIONS, INC.

FLEET NATIONAL BANK

By: *[Signature]*  
Name: John Kearney  
Title: CFO and Treasurer

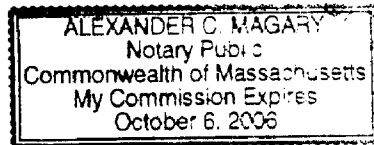
By: *[Signature]*  
Its Vice President

COMMONWEALTH OF MASSACHUSETTS )  
 ) ss.  
COUNTY OF Essex )

Then personally appeared before me the above-named John Kearney, the CFO of NewRiver Investor Communications, Inc., and stated that he/she executed the foregoing instrument under the authority of said corporation's Board of Directors and acknowledged the foregoing instrument to be the free act and deed of said corporation.

WITNESS my hand and seal this 28 day of August, 2000.

*[Signature]*  
Notary Public  
My commission expires:



**SCHEDULE A  
TO  
SECURITY AGREEMENT (TRADEMARKS)**

Marks with Federal Registration

<u>Marks</u>	<u>Registration No./Reg. Date</u>	<u>Use</u>
	None.	

Marks with Pending Applications

<u>Marks</u>	<u>Serial No./Filing Date</u>	<u>Use</u>
NEWRIVER (Stylized letters)	75-634,235/Feb. 5, 1999	Financial reporting services for others online via a global computer network; electronic transmission of financial data and documents, namely, prospectuses, applications for offers of securities, additional information on fund performance, sticker updates and company reports; document management services for others, namely, acquisition, conversion to electronic format, warehousing and ongoing maintenance of documents; computer services, namely, design, planning, assessment and implementation of electronic communication to investors for the brokerage, mutual fund and insurance industries
N (Stylized letters)	75-634,234/Feb. 5, 1999	Call center and sales desk services for others, namely, distributing copies of financial data and documents on behalf of others; financial reporting services for others online via a global computer network; electronic transmission of financial data and documents, namely, prospectuses, applications for offers of securities, additional

Marks

Serial No./Filing Date

Use

-		information on fund performance, sticker updates and company reports; document management services for others, namely, acquisition, conversion to electronic format, warehousing and ongoing maintenance of documents; computer services, namely, design, planning, assessment and implementation of electronic communication to investors for the brokerage, mutual fund and insurance industries
NEWRIVER	75-630,633/Jan. 29, 1999	Financial reporting services for others online via a global computer network; electronic transmission of financial data and documents, namely, prospectuses, applications for offers of securities, additional information on fund performance, sticker updates and company reports; document management services for others, namely, acquisition, conversion to electronic format, warehousing and ongoing maintenance of documents; computer services, namely, design, planning, assessment and implementation of electronic communication to investors for the brokerage, mutual fund and insurance industries
PROSPECTUS EXPRESS	76-073649/June 19, 2000	Financial reporting services for others online via a global computer network; electronic transmission of financial data and documents, namely, prospectuses, applications for offers of securities, additional information on fund performance, sticker updates and company reports; document management services for others, namely, acquisition,

Marks

Serial No./Filing Date

Use

-

conversion to electronic format, warehousing and ongoing maintenance of documents; computer services, namely, design, planning, assessment and implementation of electronic communication to investors for the brokerage, mutual fund and insurance industries; obtaining permission from investors to deliver documents and information electronically

CONSENT  
EXPRESS

76-073879/June 19, 2000

Financial reporting services for others online via a global computer network; electronic transmission of financial data and documents, namely, prospectuses, applications for offers of securities, additional information on fund performance, sticker updates and company reports; document management services for others, namely, acquisition, conversion to electronic format, warehousing and ongoing maintenance of documents; computer services, namely, design, planning, assessment and implementation of electronic communication to investors for the brokerage, mutual fund and insurance industries