

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):
INFOCROSSING WEST, INC.

- Individual(s)
- General Partnership
- Corporation-State CA
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: 07/29/2004

2. Name and address of receiving party(ies)

Name: CAPITALSOURCE FINANCE LLC, AS AGENT

Internal

Address: 12TH FLOOR

Street Address: 4445 WILLARD AVENUE

City: CHEVY CHASE State: MD Zip: 20815

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other a Delaware 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

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

A. Trademark Application No.(s) n.a.

B. Trademark Registration No.(s) 2,357,492

Additional number(s) attached Yes No

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

Name: _____

Internal Address: _____

Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

City: _____ State: _____ Zip: _____

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:

50-3155

DO NOT USE THIS SPACE

9. Signature.

Penelope S. Johnson
Name of Person Signing


Signature

07/30/2004
Date

Total number of pages including cover sheet, attachments, and document: 4

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

CH \$40.00 603166 2357492

**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Guaranty and Security Agreement dated as of July 29, 2004 (the "**Agreement**") by and among Infocrossing West, Inc., a California corporation formerly known as ITO Acquisition Corporation and doing business as Systems Management Specialists (the "**Obligor**"), certain of Obligor's affiliates and CapitalSource Finance LLC, as Agent (the "**Agent**") for the Lenders referenced therein (the "**Lenders**"), the Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
2,357,492	GEMS SYSTEMS MANAGEMENT SPECIALISTS	June 13, 2000

Trademark Applications

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
<u>NONE</u>		

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement

Notice of Grant of Security Interest –
Infocrossing West, Inc.

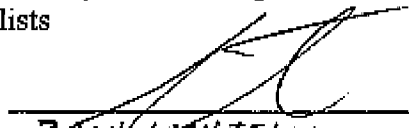
TRADEMARK

REEL: 002924 FRAME: 0535

and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

INFOCROSSING WEST, INC., a
California corporation formerly known as
ITO Acquisition Corporation and doing
business as Systems Management
Specialists

By: 
Name: ZACH LONSTEIN
Title: CHIEF EXECUTIVE OFFICER

Acknowledged and Accepted:

CAPITALSOURCE FINANCE LLC, as Agent

By: _____
Name: _____
Title: _____

and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

INFOCROSSING WEST, INC., a
California corporation formerly known as
ITO Acquisition Corporation and doing
business as Systems Management
Specialists

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

CAPITALSOURCE FINANCE LLC, as Agent

By: 
Name: Joseph Turitz
Title: General Counsel

Notice of Grant of Security Interest –
Infocrossing West, Inc.
TRADEMARK