

4/6/04

RECORDED 04-06-2004

SHEET

U.S. DEPARTMENT OF Patent and Trademark

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To the Honorable Commissioner of Patents

Send original documents or copy thereof.



102714300

1. Name of conveying party(ies): ITO Acquisition Corporation

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State CA, 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: April 2, 2004

2. Name and address of receiving party(ies) Name: CapitalSource Finance, LLC, as Agent

Internal Address:

Street Address: 4445 Willard Avenue, 12th Floor

City: Chevy Chase State: MD Zip: 20815

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation State, Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a designation is attached: Yes No

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

4. Application number(s) or trademark

A. Trademark Application No.(s) - NONE -

B. Trademark Registration 2,357,492

Additional numbers attached? NO

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

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

Street Address:

City: Stat ZIP

6. Total number of applications and registrations 1

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

- Enclosed, Authorized to be charged to deposit

8. Deposit account number:

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

DO NOT USE THIS SPACE

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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 of the original document.

Rebecca L. Ramstrom Name of Person

Signature

04-02-04

Date

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Total number of pages including cover sheet, attachments, and

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

**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 April 2, 2004 (the "**Agreement**") by and among ITO Acquisition Corporation (the "**Obligor**") 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>
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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 and (ii) is not to be construed as an assignment of any trademark or trademark application.

Notice of Grant of Security Interest --
ITO Acquisition Corporation

**TRADEMARK
REEL: 002943 FRAME: 0074**

Very truly yours,

ITO ACQUISITION CORPORATION, a
California corporation

By: William J. McHale
Name: WILLIAM J. McHALE
Title: VICE PRESIDENT

Acknowledged and Accepted:

CAPITALSOURCE FINANCE LLC, as Agent

By: _____
Name: _____
Title: _____

Notice of Grant of Security Interest -
ITO Acquisition Corporation

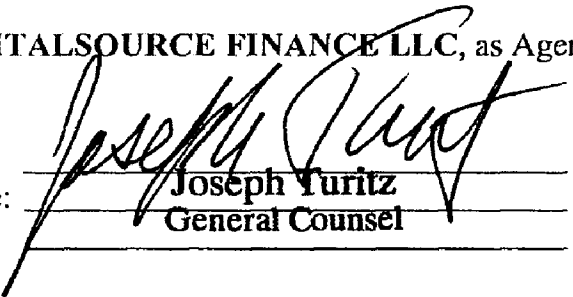
Very truly yours,

ITO ACQUISITION CORPORATION, a
California corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

CAPITALSOURCE FINANCE LLC, as Agent

By: 
Name: **Joseph Yuritz**
Title: **General Counsel**

Notice of Grant of Security Interest –
ITO Acquisition Corporation