

02-11-2000



EET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101266337

To the Honorable Commissioner

MARKS: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

BT Office Products International, Inc.

OPR/FINANCE

- ☐ Individuals ☐ Association
☐ General Partnership - ☐ Limited Partnership
☒ Corporation - State: Delaware
☐ Other -

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Interest ☐ Change of Name
☐ Other

Execution Date: October 26, 1999

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

A. Trademark Application No.(s)

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

Name: Bankers Trust Company

Internal Address:

Street Address: 130 Liberty Street

City: New York State: New York ZIP: 10006

☐ Individual(s) citizenship

☐ Association

☐ General Partnership

☐ Limited Partnership

☒ Corporation - New York

☐ 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

Trademark Registration No.(s)

Please see attached Schedule A

Additional numbers attached? ☒ Yes ☐ No

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

Name: Brian Jaenicke, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved

3

7. Total fee (37 CFR 3.41): \$ 90.00

☒ Enclosed

☒ Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

(23-1705 in case of deficiency)

(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.

Brian T. Jaenicke

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

LIST OF MARKS

Mark	Registration (Application) Number	Registration (Application) Date
RESOURCES AT WORK	75/662,655	March 18, 1999
SYNTRANET	75/399,950	December 4, 1997
BT RIGHTCALL	2,133,154	January 27, 1998

**ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS AND PATENTS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BT OFFICE PRODUCTS INTERNATIONAL, INC., Delaware corporation (the "Assignor") with principal offices at Six Parkway North, Deerfield, Illinois, hereby assigns and grants to BANKERS TRUST COMPANY, as Collateral Agent, with principal offices at 130 Liberty Street, New York, New York 10006 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Assignor's rights, title and interest in and to the United States patents and pending patent applications (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents. (iv) the goodwill of the businesses with which the Marks are associated and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

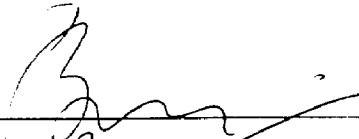
THIS ASSIGNMENT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of October 26, 1999 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks and Patents acquired under this Assignment of Security Interest.

This Assignment of Security Interest has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest as of the 26th day of October, 1999.

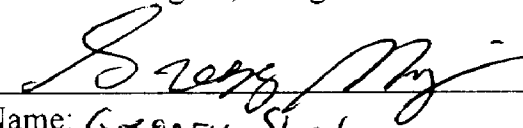
BT OFFICE PRODUCTS
INTERNATIONAL, INC.,
as Assignor

By


Name: Kees Bangma
Title: Treasurer

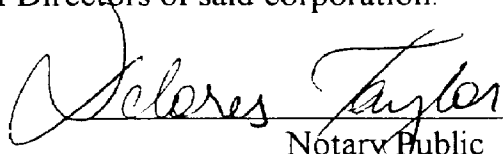
BANKERS TRUST COMPANY,
as Collateral Agent, Assignee

By


Name: Gregory Shetler
Title: Principal

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 28th day of October, 1999, before me personally came Kees Bangma who, being by me duly sworn, did state as follows: that [s]he is Treasurer of BT OFFICE PRODUCTS INTERNATIONAL, INC., that [s]he is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

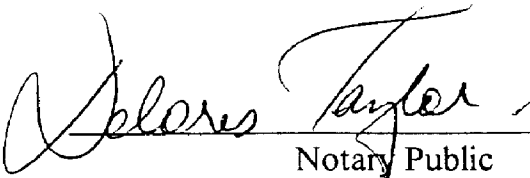


Notary Public

DELORES TAYLOR
Notary Public, State of New York
No. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2000

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 28th day of October, 1999, before me personally came Gregory Shefrin who, being by me duly sworn, did depose and say that [s]he is Principal of BANKERS TRUST COMPANY that [s]he is authorized to execute the foregoing Assignment of Security Interest on behalf of said company and that [s]he did so by authority of the Board of Directors of said company.



Notary Public

DELORES TAYLOR
Notary Public, State of New York
No. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2000