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05-30-2001

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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):
ESSENTUS INC. 4/08

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State New Brunswick, Canada
 Other _____

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

2. Name and address of receiving party(ies)
Name: Greyrock Capital, a Division of
Banc of America Commercial
Internal Finance Corporation
Address: _____

Street Address: 10880 Wilshire Blvd.
Suite 1850
City: Los Angeles State: CA Zip: 90024

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 18, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See attached Exhibit "A-1" with
U.S. Trademarks

B. Trademark Registration No.(s)
76148111

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Levy, Small & Lallas
Internal Address: Attn: Sebastian Camua

Street Address: 815 Moraga Drive

City: Los Angeles State: CA Zip: 90049

6. Total number of applications and registrations involved: 40

7. Total fee (37 CFR 3.41).....\$ 258

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

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.

Sebastian Camua [Signature] 05/23/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 12

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

Exhibit "A-1"

U.S. Trademarks

<u>Trademarks</u>	<u>Application Date</u>	<u>Application #</u>
1. E ESSENTUS (HORIZONTAL)	17.10.2000	76/148111
2. E ESSENTUS (VERTICAL)	17.10.2000	76/148088
3. ESSENTUS	18.01.2000	75/898433
4. ESSENTUS BI	29.02.2000	75/931346
5. ESSENTUS BI ADVISOR	29.02.2000	75/931349
6. ESSENTUS BI ANALYSER	29.02.2000	75/931341
7. ESSENTUS BI ENTERPRISE MONITOR	29.02.2000	75/931348
8. ESSENTUS CUSTOMER SERVICE	06.09.2000	76/122854
9. ESSENTUS DEMAND MANAGEMENT	29.02.2000	75/931340
10. ESSENTUS MANAGEMENT EXPRESS	29.02.2000	75/931347
11. ESSENTUS E-BUSINESS.	29.02.2000	75/931342
12. ESSENTUS EXPRESS	29.02.2000	75/931344
13. ESSENTUS FASHION VISION	06.09.2000	76/122922
14. ESSENTUS FOOTWEAR VISION	06.09.2000	76/122858
15. ESSENTUS HF VISION	06.09.2000	76/122857
16. ESSENTUS INTERNATIONAL	17.05.2000	76/050752
17. ESSENTUS MERCHANDISING	29.02.2000	75/931343
18. ESSENTUS MERCHANDISING EXPRESS	29.02.2000	75/931336
19. ESSENTUS PRODUCTION MANAGEMENT	06.09.2000	76/122852
20. ESSENTUS RETAIL MANAGEMENT	06.09.2000	76/122856
21. ESSENTUS SOURCING	29.02.2000	75/931337
22. ESSENTUS SOURCING COLLECTION	06.09.2000	76/122855
23. ESSENTUS SOURCING EXPRESS	29.02.2000	75/931338
24. ESSENTUS SUCCESS	29.02.2000	75/931339
25. ESSENTUS SYSTEMS	29.02.2000	75/931345

26. ESSENTUS TESTER	10.03.2000	75/940848
27. ESSENTUS VISION	06.09.2000	76/122923
28. ESSENTUS VISION INSIGHT	06.09.2000	76/122851
29. ESSENTUS VISION SUITE	06.09.2000	76/122924
30. ESSENTUS VISION WORKFLOW	06.09.2000	76/122850
31. ESSENTUS WHOLESALE DISTRIBUTION	06.09.2000	76/122853
32. CREATING VALUE AT WEB SPEED	07.01.2000	75/891899
33. E-IMPLEMENTATION	08.08.2000	76/105145
34. FASHIONCHAIN.COM	30.08.2000	75/940849
35. FASHIONCHAIN	17.10.2000	76/148111
36. HF VISION & DESIGN	17.10.2000	76/148087
37. FASHION VISION & DESIGN	17.10.2000	76/148112
38. FOOTWEAR VISION & DESIGN	17.10.2000	76/148113
39. FASHIONCHAIN & DESIGN	17.10.2000	76/148114
40. SOURCING SERVER	05.10.2000	76/141160

SUPPLEMENT ONE

TO

TRADEMARK SECURITY AGREEMENT AND HYPOTHEC

This SUPPLEMENT ONE TO TRADEMARK SECURITY AGREEMENT AND HYPOTHEC ("Agreement"), dated as of April 18, 2001, is entered into between **ESSENTUS INC.** (formerly known as **Richter Systems International Inc.**), a New Brunswick corporation ("Grantor"), which has a mailing address at 2 Place Alexis Nihon, Suite 1700, Montreal, Quebec H3Z 3C2 and **GREYROCK CAPITAL**, a Division of Banc of America Commercial Finance Corporation (formerly a Division of NationsCredit Commercial Corporation) ("Greyrock"), which has a mailing address at 10880 Wilshire Boulevard, Suite 1850, Los Angeles, California 90024.

RECITALS

A. Grantor and Greyrock previously entered into a Trademark Security Agreement and Hypothec dated as of May 26, 1999 (the "Original Agreement"), which was recorded in the U.S. Patent and Trademark Office on June 28, 1999, Reel/Frame 001921/0133, with respect to the trademarks identified therein;

B. Grantor and Greyrock also previously entered into a Hypothec on Movable Property (General) ("Hypothec") and a Guarantee, both dated May 26, 1999 (the Hypothec and the Guarantee are collectively referred to as the "Guaranty") and other instruments, documents and agreements contemplated thereby or related thereto (collectively, together with the Guaranty and the Original Agreement, the "Guaranty Documents"). Pursuant to the Guaranty Documents, Grantor has granted to Greyrock a security interest in, among other things, all of Grantor's present and future intangible property, including, without limitation, trademarks, and other "Collateral" as defined in the Original Agreement; and

C. Grantor and Greyrock desire to supplement the Original Agreement to make specific reference to the trademarks and other intellectual property set forth below. The Original Agreement shall continue in full force and effect with respect to the Collateral described therein. By entering into this Supplement, the parties do not intend to imply that the trademarks and other intellectual property set forth below are not covered and perfected by the existing Loan Documents, including, without limitation, the Original Agreement and the Loan Agreement.

NOW THEREFORE, for valuable consideration, the parties hereto mutually agree as follows:

1. Exhibit A of the Original Agreement is hereby supplemented by the addition of all of the trademarks and trademark registrations set forth on Exhibit A-1 attached hereto, so that the "Collateral" (as defined in the Original Agreement) includes, without limitation, all of the trademarks and trademark registrations set forth in Exhibit A to the Original Agreement and all of the trademarks and trademark registrations set forth in Exhibit A-1 attached hereto.

2. Grantor confirms its grant and hypothecation to Greyrock of a security interest in all of Grantor's right, title and interest in the Collateral, including without limitations, all of the



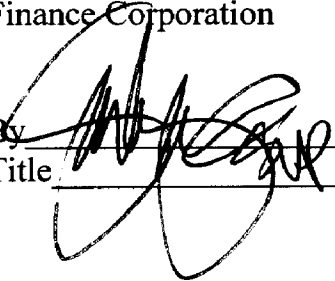
trademarks and trademark registrations set forth in Exhibit A-1 hereto, to secure the payment and performance of all "Obligations" (as defined in the Original agreement).

3. The Grantor represents and warrants that Exhibit A to the Original Agreement, together with Exhibit A-1 hereto, constitute a true and complete schedule of all trademark registrations and pending registrations owned or controlled by grantor or licensed to Grantor.

4. Except as modified herein, all terms and conditions of the Original Agreement shall continue in full force and effect, and Grantor represents and warrants to Greyrock that all representations and warranties set forth in the Original Agreement, as supplemented hereby, are true and correct as of the date hereof. This Supplement is an integral part of the Original Agreement.

IN WITNESS WHEREOF, this Supplement has been executed as of the date first written above.

GREYROCK CAPITAL, a
Division of Banc of America Commercial
Finance Corporation

By 
Title _____

ESSENTUS INC. (formerly known as
Richter Systems International Inc.)

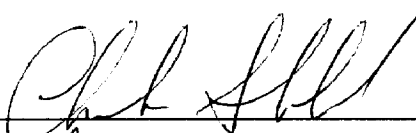
By 
Title President

Exhibit "A-1"

U.S. Trademarks

<u>Trademarks</u>	<u>Application Date</u>	<u>Application #</u>
1. E ESSENTUS (HORIZONTAL)	17.10.2000	76/148111
2. E ESSENTUS (VERTICAL)	17.10.2000	76/148088
3. ESSENTUS	18.01.2000	75/898433
4. ESSENTUS BI	29.02.2000	75/931346
5. ESSENTUS BI ADVISOR	29.02.2000	75/931349
6. ESSENTUS BI ANALYSER	29.02.2000	75/931341
7. ESSENTUS BI ENTERPRISE MONITOR	29.02.2000	75/931348
8. ESSENTUS CUSTOMER SERVICE	06.09.2000	76/122854
9. ESSENTUS DEMAND MANAGEMENT	29.02.2000	75/931340
10. ESSENTUS MANAGEMENT EXPRESS	29.02.2000	75/931347
11. ESSENTUS E-BUSINESS.	29.02.2000	75/931342
12. ESSENTUS EXPRESS	29.02.2000	75/931344
13. ESSENTUS FASHION VISION	06.09.2000	76/122922
14. ESSENTUS FOOTWEAR VISION	06.09.2000	76/122858
15. ESSENTUS HF VISION	06.09.2000	76/122857
16. ESSENTUS INTERNATIONAL	17.05.2000	76/050752
17. ESSENTUS MERCHANDISING	29.02.2000	75/931343
18. ESSENTUS MERCHANDISING EXPRESS	29.02.2000	75/931336
19. ESSENTUS PRODUCTION MANAGEMENT	06.09.2000	76/122852
20. ESSENTUS RETAIL MANAGEMENT	06.09.2000	76/122856
21. ESSENTUS SOURCING	29.02.2000	75/931337
22. ESSENTUS SOURCING COLLECTION	06.09.2000	76/122855
23. ESSENTUS SOURCING EXPRESS	29.02.2000	75/931338
24. ESSENTUS SUCCESS	29.02.2000	75/931339
25. ESSENTUS SYSTEMS	29.02.2000	75/931345

26. ESSENTUS TESTER	10.03.2000	75/940848
27. ESSENTUS VISION	06.09.2000	76/122923
28. ESSENTUS VISION INSIGHT	06.09.2000	76/122851
29. ESSENTUS VISION SUITE	06.09.2000	76/122924
30. ESSENTUS VISION WORKFLOW	06.09.2000	76/122850
31. ESSENTUS WHOLESALE DISTRIBUTION	06.09.2000	76/122853
32. CREATING VALUE AT WEB SPEED	07.01.2000	75/891899
33. E-IMPLEMENTATION	08.08.2000	76/105145
34. FASHIONCHAIN.COM	30.08.2000	75/940849
35. FASHIONCHAIN	17.10.2000	76/148111
36. HF VISION & DESIGN	17.10.2000	76/148087
37. FASHION VISION & DESIGN	17.10.2000	76/148112
38. FOOTWEAR VISION & DESIGN	17.10.2000	76/148113
39. FASHIONCHAIN & DESIGN	17.10.2000	76/148114
40. SOURCING SERVER	05.10.2000	76/141160



Canadian Trademarks

<u>Trademarks</u>	<u>Application Date</u>	<u>Application #</u>
1. ESSENTUS	13.01.2000	1,042,408
2. ESSENTUS & DESIGN (HORIZONTAL)	27.09.2000	1,076,608
3. ESSENTUS & DESIGN (VERTICAL)	27.09.2000	1,076,410
4. ESSENTUS BI	24.02.2000	1,047,949
5. ESSENTUS BI ADVISOR	24.02.2000	1,047,948
6. ESSENTUS BI ANALYSER	24.02.2000	1,047,947
7. ESSENTUS BI ENTERPRISE MONITOR	24.02.2000	1,047,946
8. ESSENTUS CUSTOMER SERVICE	31.07.2000	1,069,171
9. ESSENTUS DEMAND MANAGEMENT	24.02.2000	1,047,945
10. ESSENTUS DEMAND MANAGEMENT EXPRESS	24.02.2000	1,047,938
11. ESSENTUS E-BUSINESS	24.02.2000	1,047,936
12. ESSENTUS EXPRESS	24.02.2000	1,047,937
13. ESSENTUS FASHION VISION	31.07.2000	1,069,164
14. ESSENTUS FOOTWEAR VISION	31.07.2000	1,069,165
15. ESSENTUS HF VISION	31.07.2000	1,069,166
16. ESSENTUS INTERNATIONAL	05.04.2000	1,054,164
17. ESSENTUS MERCHANDISING	24.02.2000	1,047,944
18. ESSENTUS MERCHANDISING EXPRESS	24.02.2000	1,047,940
19. ESSENTUS PRODUCTION MANAGEMENT	31.07.2000	1,069,169
20. ESSENTUS RETAIL MANAGEMENT	31.07.2000	1,069,167
21. ESSENTUS SOURCING	24.02.2000	1,047,943
22. ESSENTUS SOURCING COLLECTION	31.07.2000	1,069,168
23. ESSENTUS SOURCING EXPRESS	24.02.2000	1,047,939
24. ESSENTUS SUCCESS	24.02.2000	1,047,942
25. ESSENTUS SYSTEMS	24.02.2000	1,047,941
26. ESSENTUS TESTER	22.02.2000	1,047,597



27. ESSENTUS VISION	31.07.2000	1,069,162
28. ESSENTUS VISION INSIGHT	31.07.2000	1,069,172
29. ESSENTUS VISION SUITE	31.07.2000	1,069,163
30. ESSENTUS VISION WORKFLOW	31.07.2000	1,069,173
31. ESSENTUS WHOLESALE DISTRIBUTION	31.07.2000	1,069,170
32. CREATING VALUE AT WEB SPEED	31.01.2000	1,040,459
33. E-IMPLEMENTATION	19.06.2000	1,063,709
34. FASHIONCHAIN.COM	22.02.2000	1,047,598
35. FASHIONCHAIN	02.10.2000	1,077,409
36. HF VISION & DESIGN	27.09.2000	1,076,607
37. FASHION VISION & DESIGN	27.09.2000	1,076,612
38. FOOTWEAR VISION & DESIGN	27.09.2000	1,076,609
39. FASHIONCHAIN & DESIGN	27.09.2000	1,076,611
40. SOURCING SERVER	22.09.2000	1,076,051

European Community Trademarks

<u>Trademarks</u>	<u>Application Date</u>	<u>Application #</u>
1. ESSENTUS & FIG. (HORIZONTAL)	23.03.2001	N/A
2. ESSENTUS & FIG. (VERTICAL)	23.03.2001	N/A
3. ESSENTUS	02.02.2000	1,488,527
4. ESSENTUS INTERNATIONAL	02.05.2000	1,636,299
5. ESSENTUS (BENELUX)	02.05.2000	1,635,705
6. ESSENTUS INTERNATIONAL (BENELUX)	02.05.2000	1,635,671
7. ESSENTUS (EUROPE)	02.05.2000	1,636,059
8. ESSENTUS INTERNATIONAL (EUROPE)	02.05.2000	1,636,000
9. ESSENTUS (FRANCE)	02.05.2000	1,635,812
10. ESSENTUS INTERNATIONAL (FRANCE)	02.05.2000	1,635,747
11. ESSENTUS (NETHERLANDS)	02.05.2000	1,635,663
12. ESSENTUS INTERNATIONAL (NETHERLANDS)	02.05.2000	1,635,614

13. ESSENTUS (U.K.)	02.05.2000	1,636,406
14. ESSENTUS INTERNATIONAL (U.K.)	02.05.2000	1,636,166
15. ESSENTUS CUSTOMER SERVICE	18.01.2001	2,046,746
16. ESSENTUS VISION	18.01.2001	2,046,779
17. ESSENTUS VISION INSIGHT	18.01.2001	2,046,787
18. ESSENTUS VISION SUITE	18.01.2001	2,046,795
19. ESSENTUS VISION WORKFLOW	18.01.2001	2,046,886
20. ESSENTUS FASHION VISION	18.01.2001	2,046,910
21. ESSENTUS FOOTWEAR VISION	18.01.2001	2,046,936
22. ESSENTUS HF VISION	18.01.2001	2,046,985
23. ESSENTUS SOURCING COLLECTION	18.01.2001	2,046,704
24. ESSENTUS PRODUCTION MANAGEMENT	18.01.2001	2,046,712
25. ESSENTUS RETAIL MANAGEMENT	18.01.2001	2,047,017
26. ESSENTUS WHOLESALE DISTRIBUTION	18.01.2001	2,046,720
27. CREATING VALUE AT WEB SPEED	10.01.2000	1,454,206
28. E-IMPLEMENTATION	19.06.2000	1,063,709
29. FASHIONCHAIN.COM	23.06.2000	1,722,479
30. FASHIONCHAIN	23.03.2001	NOT AVAILABLE
31. FASHIONCHAIN & DESIGN	23.03.2001	NOT AVAILABLE

Benelux Trademarks

<u>Trademarks</u>	<u>Application Date</u>	<u>Application #</u>
1. ESSENTUS & FIG. (HORIZONTAL)	30.11.2000	978,964
2. ESSENTUS & FIG. (VERTICAL)	30.11.2000	978,963
3. ESSENTUS	09.05.2000	964,210
4. ESSENTUS INTERNATIONAL	09.05.2000	964,209
5. ESSENTUS (BENELUX)	09.05.2000	964,208
6. ESSENTUS INTERNATIONAL (BENELUX)	09.05.2000	964,207

7. ESSENTUS (NETHERLANDS)	09.05.2000	964,206
8. ESSENTUS INTERNATIONAL (NETHERLANDS)	09.05.2000	964,205
9. E-IMPLEMENTATION	28.08.2000	972,106
10. FASHIONCHAIN.COM	20.04.2000	963,097
11. FASHIONCHAIN	30.11.2000	978,966
12. HF VISION & DESIGN	27.09.2000	978,960
13. FASHION VISION & DESIGN	30.11.2000	978,961
14. FOOTWEAR VISION & DESIGN	30.11.2000	978,962
15. FASHIONCHAIN & DESIGN	30.11.2000	978,965

French Trademarks

<u>Trademarks</u>	<u>Application Date</u>	<u>Application #</u>
1. ESSENTUS & FIG. (HORIZONTAL)	23.03.2001	01/3091056
2. ESSENTUS & FIG. (VERTICAL)	23.03.2001	01/3091058
3. ESSENTUS	17.05.2000	00/3028424
4. ESSENTUS INTERNATIONAL	17.05.2000	00/3028423
5. ESSENTUS (FRANCE)	05.05.2000	00/3026287
6. ESSENTUS INTERNATIONAL (FRANCE)	05.05.2000	00/3026289
7. E-IMPLEMENTATION	11.12.2000	00/3070166
8. FASHIONCHAIN.COM	22.08.2000	00/3047760
9. FASHIONCHAIN	29.12.2000	00/3073991
10. FASHIONCHAIN & DESIGN	29.12.2000	00/3073992

U.K. Trademarks

<u>Trademarks</u>	<u>Application Date</u>	<u>Application #</u>
1. ESSENTUS & FIG. (HORIZONTAL)		NOT AVAILABLE
2. ESSENTUS & FIG. (VERTICAL)	NOT AVAILABLE	NOT AVAILABLE
3. ESSENTUS	02.05.2000	2231148
4. ESSENTUS INTERNATIONAL	02.05.2000	2231149

5. ESSENTUS (U.K.)	02.05.2000	2231152
6. ESSENTUS INTERNATIONAL (U.K.)	02.05.2000	2231151
7. ESSENTUS VISION	31.01.2001	2259634
8. ESSENTUS FASHION VISION	31.01.2001	2260076
9. ESSENTUS FOOTWEAR VISION	31.01.2001	2259628
10. ESSENTUS HF VISION	07.02.2001	2259594
11. ESSENTUS VISION INSIGHT	31.01.2001	2260097
12. ESSENTUS SOURCING COLLECTION	31.01.2001	2260098
13. ESSENTUS CUSTOMER SERVICE	31.01.2001	2260081
14. ESSENTUS PRODUCTION MANAGEMENT	31.01.2001	2060076
15. ESSENTUS RETAIL MANAGEMENT	31.01.2001	2260099
16. ESSENTUS WHOLESALE DISTRIBUTION	31.01.2001	2259635
17. VISION WORKFLOW	31.01.2001	2259608
18. VISION SUITE	31.01.2001	2259574
19. FASHIONCHAIN.COM	10.07.2000	2238756
20. FASHIONCHAIN	22.02.2001	2262357
21. FASHIONCHAIN & DESIGN	22.02.2001	2262194
22. E-IMPLEMENTATION	28.06.2000	2237484

German Trademarks

<u>Trademarks</u>	<u>Application Date</u>	<u>Application #</u>
1. ESSENTUS	12.07.2000	300 51 973.7/9