

RECORDATION

07-05-2001



101768420

[Handwritten initials]

Tab settings =>=>

To the Honorable Commissioner of Patents

...original documents or copy thereof.

1. Name of conveying party(ies):
 Systemax Inc.
 22 Harbor Drive
 Port Washington, NY 10050

6-28-01

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

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

2. Name and address of receiving party(ies):
 Name: The Chase Manhattan Bank
 Internal Address: _____
 Street Address: 1166 Avenue of the Americas, 16th Fl
 City: New York State: NY ZIP: 10036

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

3. Nature of conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other Trademark Security Agreement

Execution Date: June 13, 2001

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.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

75451463

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Federal Research Corporation
 Internal Address: _____
07-05-2001 375011 00000023 75451463
01 00:451 40.00 CP
02 00:452 500.00 CP
 Street Address: 400 Seventh Avenue, N.W., Suite 101
 City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 21

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

Terrell J. Roberts *Terrell J. Roberts* June 19, 2001
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 7

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

SCHEDULE A

Schedule A to Trademark Security Agreement dated June 13, 2001, by and between Systemax Inc. and The Chase Manhattan Bank, as Agent.

COUNTRY	TMARK	STATUS	APPNO	FILE	REGNO	REG
UNITED STATES	SYSTEMAX PRO	PENDING	75/451,483	3/17/ 98		
UNITED STATES	TIGERSOFTWARE	REGISTERED	74-064,676	6/ 1/ 90	1,641,257	4/16/ 91
UNITED STATES	SYSTEMAX	PENDING	75/373,437	10/15/ 97		
UNITED STATES	THE PERFECT PC	REGISTERED	75/479,078	5/ 4/ 98	2,361,223	6/27/00
UNITED STATES	MIDWEST MICRO	REGISTERED	75/491,794	5/27/ 98	2,361,250	6/27/ 00
UNITED STATES	NEXELITE	REGISTERED	75/490,334	5/22/ 98	2,266,958	8/ 3/ 99
UNITED STATES	ZAC CATALOGS	REGISTERED	75/510,567	6/26/ 98	2,374,290	8/ 8/ 00
UNITED STATES	VV 2000	REGISTERED	75/682,697	4/14/ 99	2,343,217	4/18/ 00
UNITED STATES	TIGER	PENDING	75/915,934	1/27/ 00		
UNITED STATES	MISCO (stylized)	REGISTERED	74/014,676	12/27/ 89	1,630,455	1/ 1/ 91
UNITED STATES	MISCO	REGISTERED	73-547,066	7/ 8/ 85	1,381,335	2/ 4/ 86
UNITED STATES	MISCO	REGISTERED	73-547,065	7/ 8/ 85	1,382,832	2/11/ 86
UNITED STATES	SYSTEMAX DON'T JUST BUY A COMPUTER, BUY A PARTNER & Design	PENDING	75/858,370	11/26/ 99		
UNITED STATES	C-WIN & Design	REGISTERED	75/575,877	10/23/98	2,398,526	10/24/00
UNITED STATES	TIGERDIRECT (stylized)	REGISTERED	74/340,216	12/15/92	1,853,350	9/6/94
UNITED STATES	TIGERDIRECT	REGISTERED	74/335,472	11/30/92	1,853,349	9/6/94
UNITED STATES	KEYBOARDMALL.COM	PENDING	76/956,141	3/13/00		
UNITED STATES	VENTURE	PENDING	76/256,045	5/14/01		

COUNTRY	TMARK	STATUS	APPNO	FILE	REGNO	REG
UNITED STATES	IMASS	PENDING	76/256,047	5/14/01		
UNITED STATES	ASCENT	PENDING	76/262,978	5/29/01		
UNITED STATES	MISSION	PENDING	76/262,674	5/29/01		

TRADEMARK SECURITY AGREEMENT

WHEREAS, SYSTEMAX INC., a corporation formed under the laws of Delaware, located at 22 Harbor Drive, Port Washington, NY 10050 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to THE CHASE MANHATTAN BANK ("Chase") and various other financial institutions (collectively, "Lenders") and Chase as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower and Systemax Manufacturing Inc., Global Computer Supplies Inc., Global Equipment Company Inc., Tiger Direct, Inc., Dartek Corporation, Nexel Industries, Inc., Misco America Inc., Systemax Retail Sales Inc., Papier Catalogues, Inc., Catalog Data Systems, Inc., Millennium Falcon Corp., Tek Serv Inc., B.T.S.A., Inc., and KeyboardMall.com Inc. (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
June 13, 2001

Witness:

Rubens De Los

SYSTEMAX INC.

By:

Steven M. Goldschein

Name: Steven M. Goldschein
Its: Senior Vice President

Witness:

Kathleen C. Krieg

THE CHASE MANHATTAN BANK, as Agent

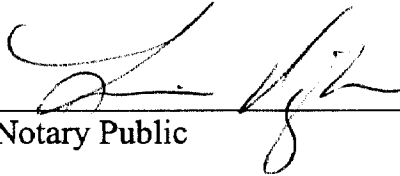
By:

Kathleen C. Krieg

Name: Kathleen C. Krieg
Its: Vice President

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

On the 13th day of June, 2001, before me personally came Steven M. Goldschein, to me known, who being by me duly sworn, did depose and say that he is the Senior Vice President of Systemax Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto by order of the board of directors of said corporation.

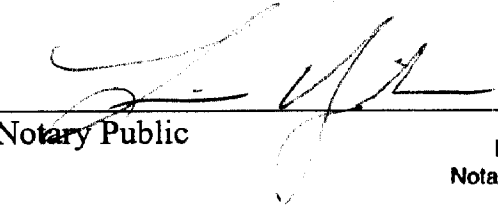


Notary Public

LUISA VIZCARRONDO
Notary Public, State of New York
No. 01VI6030588
Qualified in New York County
Commission Expires Sept. 30, 2001

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

On this 13th day of June, 2001, before me personally came Kathleen C. King to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of THE CHASE MANHATTAN BANK, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.



Notary Public

LUISA VIZCARRONDO
Notary Public, State of New York
No. 01VI6030588
Qualified in New York County
Commission Expires Sept. 30, 2001