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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE



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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):

Scient Corporation (a Delaware corporation)

- 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)

Foothill Capital Corporation (a California corporation) 2450 Colorado Avenue Suite 3000 W Santa Monica, CA 90404

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California 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 10, 2000

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

A. Trademark Application No.(s) 75/433,130

B. Trademark Registration No.(s) 2,258,052

Additional number(s) attached Yes No

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

Bernard R. Gans, Esq. Jeffer, Mangels, Butler & Marmaro LLP 2121 Avenue of the Stars 10th Floor Los Angeles, CA 90067

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41): \$ 240.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

10-0440

(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.

Bernard R. Gans, Esq. Name of Person Signing

Bernard R. Gans Signature November 13, 2001 Date

Total number of pages including cover sheet, attachments, and document: 5

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

01/18/2002 TDIAZ1 00000144 75433130 40.00 DP 200.00 DP

Continuation of Recordation Form Cover Sheet for Trademarks

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/399,855

2,258,115

75/399,852

2,258,116

75/717,508

2,284,104

75/523,705

SECURITY INTEREST IN TRADEMARKS

Scient Corporation, a Delaware corporation ("*Grantor*"), with its principal place of business and mailing address at One Front Street, 28th Floor, San Francisco, California 94111, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grants to Foothill Capital Corporation, a California corporation (together with its successors and assigns, "*Grantee*"), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages (to the extent not effectively prohibited by an applicable and legally enforceable license agreement) by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages:

to secure performance of all Obligations of Grantor as set out in that certain Intellectual Property Security Agreement dated as of April 10, 2000, by and between Grantor and Grantee (the "*Agreement*").

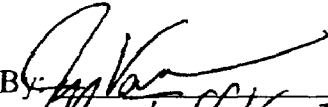
Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the trademarks, trademark registrations and trademark applications made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Security Interest in Trademarks to be duly executed as of April 10, 2000.

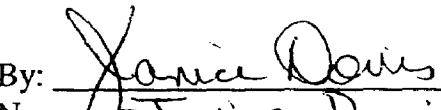
Grantor:

SCIENT CORPORATION, a Delaware corporation

By: 
Name: Scott Van Zant
Title: Vice President

Grantee:

FOOTHILL CAPITAL CORPORATION, a California corporation

By: 
Name: Janice Davis
Title: VP

Schedule A to
SECURITY INTEREST IN TRADEMARKS

Trademarks

For purposes of Schedule A, "Scient" refers to the name "Scient" "Logo" refers to the logo design of Scient, and "Combination" refers to the combination of "Scient" and Scient's logo.

Registered trademarks of "Scient," the Scient logo and the combination of Scient and the logo as follows:

Country	Mark	Registration Number
U.S.	"Scient"	2258052
U.S.	Logo	2258115
U.S.	Combination	2258116

Registered U.S. trademark for "New Bottom Line," Registration Number 2284104.

Pending U.S. trademark application for "Any to Any" in class 42 (Application Number: 75/399855) and 16 (Application Number: 75/433130) and "Any2Any," in class 42 (Application Number: 75/399852).

Pending U.S. trademark application for "The eBusiness Systems Innovator," Application Number 75/717508.

Pending U.S. trademark application for "The Art and Science of Electronic Business," Application Number 75/523705.