05-15-2002

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Tab settings ⇨⇨⇨

102089740

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):
QUORTECH GLOBAL SOLUTIONS, INC.

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [X] Corporation-State Delaware
- [ ] Other

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

2. Name and address of receiving party(ies)

Name: Guaranty Business Credit Corporation
Internal Address:
Street Address: 333 S. Grand Ave., Suite 1650
City: Los Angeles State: CA Zip: 90071

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [XX] 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
- [XX] Security Agreement
- [ ] Change of Name
- [ ] Other

Execution Date: 04/29/02

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

A. Trademark Application No.(s)
See attached EXHIBIT "A"

B. Trademark Registration No.(s)
See attached EXHIBIT "A"

Additional number(s) attached [X] Yes [ ] No

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

Name: Orrick, Herrington & Sutcliffe LLP
Internal Address: Attn: Kathryn Villalobos
Street Address: 777 S. Figueroa Street
Suite 3200
City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41) $ 265.00

- [XX] Enclosed
- [ ] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

KATHRYN VILLALOBOS
Name of Person Signing

Kathryn Villalobos
Signature

May 14, 2002
Date

Total number of pages including cover sheet, attachments, and document: 7

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

05/16/2002 GTON11 00000069 2003138
01 FC:481 40.00 OP
02 FC:482 225.00 OP

EXHIBIT "A"

TO RECORDATION FORM COVER SHEET

Trademarks

Trademark	Jurisdiction	Reg. Date	Reg. No.
Coinnet	United States	September 24, 1998	2,003,138
Gemini System II	United States	June 23, 1992	1,696,812
Gemstar	United States	June 17, 1997	2,072,199
TSG (service mark)	United States	September 19, 1995	1,920,199
Solarus	United States	August 28, 2001	2,482,920
How Those on-the-go...Know	United States	September 18, 2001	2,491,421
The Global Connection to Smarter Solutions	United States	September 25, 2001	2,493,470

Trademark Applications

Trademark	Appl. No.	Country	Filing Date
Coins to Content	75/859,191	United States	11/29/99
E-Prism.Org	75/696,853	United States	5/3/99
E-Prism.Com	75/696,716	United States	5/3/99

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of April 29, 2002, is executed by QUORTECH GLOBAL SOLUTIONS, INC., a Delaware corporation ("Grantor"), in favor of Guaranty Business Credit Corporation ("Lender").

A. Pursuant to a Loan and Security Agreement dated as of April 29, 2002 (as amended from time to time, the "Loan Agreement") between Grantor and Lender, Lender has agreed to extend certain credit facilities to Grantor upon the terms and subject to the conditions set forth therein.

B. Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Grantor has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "Security Agreement") in favor of Lender; and

D. Pursuant to the Security Agreement, Grantor has granted to Lender a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Lender a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

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

Lender's address is:

Guaranty Business Credit Corporation
333 South Grand Avenue
Suite 1650
Los Angeles, California 90071
Attn: Portfolio Manager

With a copy to:

Guaranty Business Credit Corporation
8333 Douglas Avenue, Suite 530
Dallas, Texas 75225
Attn: Corporate Counsel

IN WITNESS WHEREOF, Grantor has caused this Assignment to be executed as of the day and year first above written.

QUORTECH GLOBAL SOLUTIONS, INC.

By: _____
Name: DAVID MICHAEL MCGOVERN
Title: VICE PRESIDENT

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF Los Angeles)

On APRIL 22, 2002, before me, KATHRYN VILLALOBOS NOTARY PUBLIC
(Name and Title of Officer)

personally appeared DAVID MICHAEL McGOVERN

☐ personally known to me
-or-
☒ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Of Notary

KATHRYN VILLALOBOS
COMM. #1329396
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My Comm. Expires Nov. 27, 2005

QRS-1

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

☐ Individual
☐ Corporate Officer

Title(s)

☐ Partner(s) ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee(s)
☐ Guardian/Conservator
☐ Other: _____

Signer is representing:
Name Of Person(s) Or Entity(ies)

DESCRIPTION OF ATTACHED DOCUMENT

Title Or Type Of Document

Number Of Pages

Date Of Document

Signer(s) Other Than Named Above

DOCSLA1:408004.1
12350-20 REB

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

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SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

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E-Prism.Com	75/696,716	United States	5/3/99