

05-24-2002

FORM PTO-1594
(Rev. 03/01)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

102102290

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 SCIENT ENTERPRISES, INC.
 79 Fifth Avenue
 New York, NY 10003

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: **DE**
 Other

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

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

Execution Date: April 12, 2002

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

Internal Address:
 Street Address: 405 Park Avenue
 City: New York State: NY ZIP: 10022

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 See Schedule A attached to Trademark Assignment of Security

Additional numbers attached Yes No

B. Trademark Registration No.(s)
 See Schedule A attached to Trademark Assignment of Security

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

6. Total number of applications and registrations involved: 8

7. Total Fee (37 CFR 3.41) \$ **215.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

RETURN TO:
FEDERAL RESEARCH CORP
400 SEVENTH STREET NW
SUITE 101
WASHINGTON DC 20004

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.

Loukia Harris *Loukia Harris* 5/21/02
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 4

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

05/28/2002 6TON11 00000056 76195755
 01 FC:481 40.00 OP
 02 FC:482 175.00 OP

13695/16
 05/21/2002 1216098.01

TRADEMARK
REEL: 002512 FRAME: 0555

20-42-5

SCHEDULE A

Mark	Country	Serial No.	Filing Date	Registration No.	Registration Date
SCIENT	USA	76/195,755	01/18/01		
SCIENT	USA	76/197,265	01/19/01		
SCIENT	USA	76/196,415	01/19/01		
SCIENT	USA	75/399,854	12/04/97	2,258,052	06/29/99
SCIENT and Design	USA	75/433,135	02/12/98	2,258,116	06/29/99
DESIGN only	USA	75/432,998	02/12/98	2,258,115	06/29/99
NEW BOTTOM LINE	USA	75/464,492	04/08/98	2,284,104	10/05/99
THE EBUSINESS SYSTEMS INNOVATOR	USA	75/717,508	06/01/99	2,456,717	06/05/01

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Scient Enterprises, Inc., a corporation formed under the laws of Delaware, located at 79 Fifth Avenue, New York, New York 10003 ("Scient"), 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, Scient is obligated to CTAC Funding Corp. ("CTAC") pursuant to (i) a certain Accounts Receivable Purchase Agreement, dated as of the date hereof, among CTAC, Scient and the other parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by Scient in favor of CTAC (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Scient is granting to CTAC 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, Scient does hereby assign unto CTAC and grant to CTAC 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.

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

Dated: New York, New York
April 12, 2002

Witness:

Juanita Sanders

SCIENT ENTERPRISES, INC.

By: *[Signature]*

Name: *Christopher Foxworth*

Title: *Pres. and CEO*

Witness:

Michelle [Signature]

CTAC FUNDING CORP.

By: *[Signature]*

Name: *M. [Signature]*

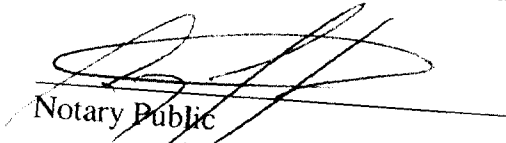
Title: *President*

STATE OF New York)

: ss.:

COUNTY OF New York)

On this 16 day of ^{May}~~April~~, 2002, before me personally came Christopher Forman, to me known, who, being by me duly sworn, did depose and say that s/he is the Pres. & CEO of Scient Enterprises, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.


Notary Public

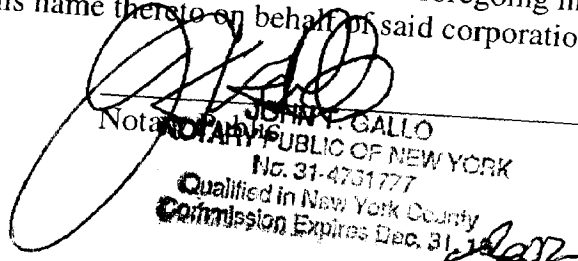
SEGISMUNDO CASTELLAR
Notary Public, State of New York
No. 01CA5032224
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Aug. 22, 2002

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 7 day of ^{May}~~April~~, 2002, before me personally came Miles M. Stuchin, to me known, who, being by me duly sworn, did depose and say that he is the President of CTAC Funding Corp., the corporation described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said corporation.


Notary Public

JOHNNY GALLO
NOTARY PUBLIC OF NEW YORK
No. 31-4701777
Qualified in New York County
Commission Expires Dec. 31, 2002