

07-09-2002

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

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



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inal documents or copy thereof.

To the Honorable Commissioner of Pate

1. Name of conveying party(ies): B2B E-Commerce International, Inc. 06/20/02

2. Name and address of receiving party(ies): Camelot Acquisition IV, LLC Internal Address: Su Street Address: 45 City: New York State: New York Zip: 10111

3. Nature of Conveyance: X Security Agreement Execution Date: June 19, 2002

4. Application Number(s) or Registration Number(s): A. Trademark Application No.(s): B. Trademark Registration No.(s): See Schedule A to attached Agreement

5. Name and address of party to whom correspondence concerning document should be mailed: Name: C. Andrew Im FULBRIGHT & JAWORSKI L.L.P. Internal Address: Atty. Dkt.: Camelot Street Address: 666 Fifth Avenue City: New York State: NY Zip: 10103

6. Total Number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41) \$ 40.00 X Enclosed

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. C. Andrew Im Signature June 20, 2002 Date

Recordation Form Cover Sheet I hereby certify that this correspondence is being deposited with the U.S. Postal Service as Express Mail, Airbill No. EL 638930554 U.S. in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on the date shown below. Dated: June 20, 2002 Signature: Fani Malikouzakis

40.00 DP 07/09/2002 10:00:24 76026494 01 EE:481

SCHEDULE A
FEDERAL TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Ser. No.</u>	<u>Filing Date</u>
LINE56	76/026,494	April 14, 2000

RES11:85473.v1 6/14/02
303538-1

GRANT OF SECURITY INTEREST IN U.S. TRADEMARK

KNOW ALL MEN BY THESE PRESENTS that B2B E-Commerce International, Inc. ("Debtor"), a Delaware corporation with a principal business address of 0940 Wilshire Boulevard, Suite 600, Los Angeles, California 90024, is obligated to Camelot Acquisition IV, LLC ("Secured Party"), with a principal business address of 45 Rockefeller Plaza, Suite 2000, New York, New York 10111. Secured Party (as assignee of Francois Bitz ("Bitz") pursuant to that certain Assignment and Assumption Agreement, dated June 6, 2002, between Bitz and Secured Party) and Debtor are parties to an Intellectual Property Security Agreement and Conditional Assignment dated as of July 9, 2001 (the "Agreement"). Pursuant to the Agreement, the Debtor granted and the Secured Party holds a security interest in all of the right, title and interest of the Debtor in and to the trademark application listed on Schedule A attached hereto (the "Trademark"), together with the goodwill of the business symbolized by the Trademark, to secure the prompt payment, performance and observance of the Obligations (as defined in the Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Debtor does hereby further assign to the Secured Party, and grant to the Secured Party, subject to the provisions of the Agreement, a security interest in, the Trademark to secure the prompt payment, performance and observance of the Obligations.

IN WITNESS WHEREOF, Debtor has hereunto caused its corporate name to be subscribed by its duly authorized officer.

DEBTOR:

B2B E-Commerce International, Inc.
a Delaware corporation

By: 

Paul Higgins, Chief Executive Officer