

6-17-04

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Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

102770170

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

1. Name of conveying party(ies):  
Proxicom, Inc., a Delaware corporation

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 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: 06/10/2004

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 \_\_\_\_\_  
 Corporation-State Delaware  
 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 1-A  
 \_\_\_\_\_  
 \_\_\_\_\_

B. Trademark Registration No.(s) See schedule 1-A  
 \_\_\_\_\_  
 \_\_\_\_\_

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Joanne Rosario, Paralegal  
 Internal Address: Jenkins & Gilchrist, LLP  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: 12100 Wilshire Boulevard  
15th Floor  
 City: Los Angeles State: CA Zip: 90025

6. Total number of applications and registrations involved: .....

7. Total fee (37 CFR 3.41)..... \$ 190<sup>00</sup>  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
 \_\_\_\_\_

**DO NOT USE THIS SPACE**

9. Signature.  
 \_\_\_\_\_  
 Name of Person Signing

*Joanna G. Rosario*  
 \_\_\_\_\_  
 Signature

June 15, 2004  
 \_\_\_\_\_  
 Date

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

06/18/2004 LMUELLER 00000022 76019291

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

01 FC:8521  
02 FC:8522

40.00 OP  
150.00 OP

**TRADEMARK**  
**REEL: 002989 FRAME: 0631**

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<b>Trademark</b>	<b>Status/Status Date/Register</b>	<b>Serial/App. No. and Registration No.</b>	<b>Registrant/Jurisdiction</b>
1. PROXICOM VERTICAL LINES	Registered March 13, 2001 Principal	76-019291 2435331	Proxicom, Inc. Federal
2. E-BUSINESS. OUR ONLY BUSINESS.	Registered September 11, 2001 Principal	75-903121 2489231	Proxicom, Inc. Federal
3. E-BUSINESS. OUR ONLY BUSINESS.	Registered September 11, 2001 Principal	75-903100 2489230	Proxicom, Inc. Federal
4. P (AND DESIGN).	Registered May 15, 2001 Principal	75-591559 2451550	Proxicom, Inc. Federal
5. P (AND DESIGN).	Registered November 21, 2000 Principal	75-591558 2407046	Proxicom, Inc. Federal
6. PROXICOM FORUM	Registered April 28, 1998 Principal	75-222980 2153543	Proxicom, Inc. Federal
7. PROXICOM	Registered November 10, 1998 Principal	75-177080 2202477	Proxicom, Inc. Federal

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LOSANGELES 262335v1 44522-00040

**TRADEMARK**  
**REEL: 002989 FRAME: 0632**

# GRANT OF SECURITY INTEREST

## TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of June 10, 2004, is executed by PROXICOM, INC., a Delaware corporation ("Grantor"), in favor of Guaranty Business Credit Corporation ("Lender").

A. Pursuant to a Loan and Security Agreement dated as of June 10, 2004 (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

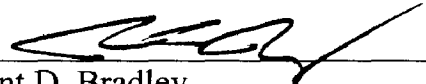
With a copy to:

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.

PROXICOM, INC.

By: \_\_\_\_\_



Name: Brent D. Bradley

Title: Vice President & Assistant Secretary

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA )

COUNTY OF LOS ANGELES ) ss.

On June 8, 2004, before me, CHARLENE E. STAMPS  
(Name and Title of Officer)

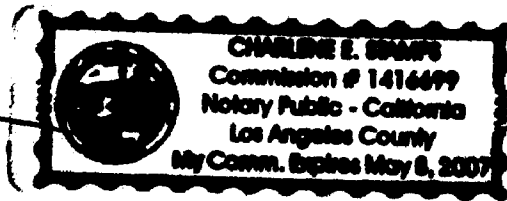
personally appeared Brent D. Bradley

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.

Charlene E. Stamps  
Signature Of Notary



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

DESCRIPTION OF ATTACHED DOCUMENT

- Individual
- Corporate Officer

Secretary  
Vice President & Assistant  
Title(s)

Grant of Security Interest  
Title Or Type Of Document

- Partner(s)  Limited
- Attorney-In-Fact  General
- Trustee(s)
- Guardian/Conservator
- Other: \_\_\_\_\_

2

Number Of Pages

Signer is representing:

Name Of Person(s) Or Entity(ies)

Date Of Document

Signer(s) Other Than Named Above

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

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**TRADEMARK**  
**REEL: 002989 FRAME: 0636**

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

**None.**

I-B

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**RECORDED: 06/14/2004**

**TRADEMARK  
REEL: 002989 FRAME: 0637**