

05-05-2004



102739201

2 SHEET
Y

C = 5-5-04

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

1. Name of conveying party(ies):

ProcureNet, Inc.
3500 Sunrise Highway
Great River, New York 11739

S-4-04

2. Name of receiving party(ies):

Citizens Business Credit Company, a division of
Citizens Leasing Corp.
One Citizens Drive
Riverside RI 02915

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other:
- Association
- Limited Partnership

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-Rhode Island
- Other:

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: Correction of Doc ID No 102416769 to correct nature of conveyance from Assignment to Security Agreement recorded at Reel/Frame 2709/0838
- Merger
- Change of Name

If assignee is not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(Designation must be a separate document)

Additional name(s) and address(es) attached?

- Yes
- No

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2557704	4/9/02
2120459	12/9/97
2526552	1/8/02
2613032	8/27/02
2038455	2/18/97
2013674	11/5/96

Additional number(s) attached: Yes No

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

Michael D. Fishman
Rader, Fishman & Grauer PLLC
39533 Woodward Avenue
Suite 140
Bloomfield Hills, MI 48304

6. Total number of applications and registrations involved: One (1)

7. Total fee (37 CFR § 3.41): \$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 18-0013
(Attach duplicate copy of this page if using deposit account)

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.

Michael D. Fishman

Name

700138344

Signature

TRADEMARK

REEL: 002991 FRAME: 0961

05/05/2004 LABELER 0000016 100013 2557704

01 FEE: 165.00
02 FEE: 165.00

FORM PTO-1594
1-31-92

REC

04-11-2003

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

411103

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102416769

To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):
ProcureNet, Inc.
3500 Sunrise Highway
Great River, New York 11739

4-11-03

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

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

3. Nature of conveyances:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 9, 2003

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

Name: Citizens Business Credit Company, a division of Citizens Leasing Corp.

Internal Address: _____

Street Address: One Citizens Drive

City: Riverside State: RI ZIP: 02915

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

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

A. Trademark Application (s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

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

Name: Federal Research Corporation

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W., Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: _____

6

7. Total fee (37 CFR 3.41): _____

\$ 165⁰⁰

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

04/14/2003 ETON11 00000034 2557704

DO NOT USE THIS SPACE

01 FC:8521

40.00 OP

02 FC:8522

125.00 OP

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

Daren J. Stamp
Name of Person Signing

Daren J. Stamp
Signature

April 9, 2003
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, D.C. 20231

TRADEMARK
REEL: 002709 FRAME: 0838
REEL: 002991 FRAME: 0962

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 9th day of April, 2003, before me personally came John Sanford, to me known, who, being by me duly sworn, did depose and say that s/he is the VP+CEO of ProcureNet, 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.

Elizabeth Gallagher
Notary Public

ELIZABETH GALLAGHER
Notary Public, State of New York
No. 01GA4942841
Qualified in Bronx County
Commission Expires Sept. 27, 2006

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 9th day of April, 2003, before me personally came Vincent P. O'Leary, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of Citizens Business Credit Company, a division of Citizens Leasing Corp., the company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said company.

Elizabeth Gallagher
Notary Public

ELIZABETH GALLAGHER
Notary Public, State of New York
No. 01GA4942841
Qualified in Bronx County
Commission Expires Sept. 27, 2006

1140298.2/CAS/115471/007 12/12/2002

RECORDED: 04/11/2003

TRADEMARK
REEL: 002709 FRAME: 0841

TRADEMARK
REEL: 002991 FRAME: 0963

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, ProcureNet, Inc., a corporation formed under the laws of Delaware, located at 3500 Sunrise Highway, Great River, New York 11739 ("Borrower"), 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, Borrower is obligated to Citizens Business Credit Company, a division of Citizens Leasing Corp. ("Lender") pursuant to (i) a certain Revolving Credit and Security Agreement, dated the date hereof, among Lender, Borrower and the other credit parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender 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, Borrower does hereby assign unto Lender and grant to Lender 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.

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

Dated: New York, New York
April 9, 2003

Witness:

[Signature]

PROCURENET, INC.

By: *[Signature]*
Name: John D. Smeard
Its: VP-CFO

Witness:

[Signature]

CITIZENS BUSINESS CREDIT COMPANY, a
division of Citizens Leasing Corp.

By: *[Signature]*
Name: Vincent P. O'Leary
Its: SUP

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April 9, 2003, by and between PROCURENET, INC. and CITIZENS BUSINESS CREDIT COMPANY, a division of Citizens Leasing Corp.

<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>	<u>MARK</u>
2,557,704	4/9/2002	DESIGN (LOGO)
2,120,459	12/9/1997	PROCURENET
2,526,552	1/8/2002	PROCURENET & DESIGN
2,613,032	8/27/2002	PURCHASEPLACE
2,038,455	2/18/1997	SUPPLYLINK
2,013,674	11/5/1996	SUPPLYLINK

1140298.2/CAS/115471/007 12/12/2002

RECORDED: 12/14/2004

TRADEMARK
REEL: 002709 FRAME: 0839
TRADEMARK
REEL: 002991 FRAME: 0965