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TRADEMARK 101981340

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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): UNIGROUP WORLDWIDE, INC. 2-4-02
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Bank One, N.A. Internal Address: Street Address: 1 Bank One Plaza City: Chicago State: IL Zip: 60670
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Collateral Agent
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 Security Agreement Change of Name Other
Execution Date: November 23, 1999

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/338321 filed 11/15/2001 76/338008 filed 11/15/2001 B. Trademark Registration No.(s) 2453218
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 3

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Debra A. Kozlowski Internal Address: Sidley Austin Brown & Wood Street Address: Bank One Plaza 10 S. Dearborn Street City: Chicago State: IL Zip: 60603

7. Total fee (37 CFR 3.41): \$ 70.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: Please change any shortages or overages to: 19-2165 (Attach duplicate copy of this page if paying by deposit account)

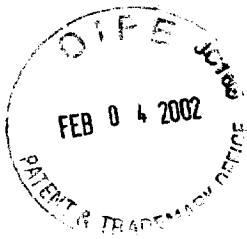
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9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Debra A. Kozlowski Signature January 31, 2002 Date

Total number of pages including cover sheet, attachments, and document: 3

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

02/12/2002 DBYRNE 00000193 192165 76338321 01 FC:481 40.00 OP 02 FC:482 20.00 CH 30.00 OP



**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 23, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank One, N.A. (successor to Bank of America, N.A.), as Collateral Agent (the "Collateral Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Secured Parties:

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
Pending	UNIGROUP WORLDWIDE UTS	11/15/2001
Pending	UNIGROUP WORLDWIDE UTS & LOGO (HORIZONTAL)	11/15/2001

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
2453218	UNIGROUP WORLDWIDE CONNECT	5/22/2001

The Obligors and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

UNIGROUP WORLDWIDE, INC.

By: Donald E. Ellington
Name: DONALD E. ELLINGTON
Title: CHIEF FINANCIAL OFFICER

Acknowledged and Accepted:

BANK ONE, N.A., as Collateral Agent

By: Christopher Cairns
Name: Christopher Cairns
Title: Director