

04-03-2002

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

REC
TI



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

102042137

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):

Planet Consulting, Inc.

4-3-02

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

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

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

Name: BNP Paribas

Internal Address: _____

Street Address: 180 Montgomery Street

City: San Francisco State: CA ZIP: 94104

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

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: February 28, 2002

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

A. Trademark Application No.(s) **See Attached Schedule 1A**

B. Trademark Registration No.(s) **See Attached Schedule 1A**

Additional numbers attached? Yes No

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

Name: Jason Cohen

Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41): \$215.00

- Enclosed
- Authorized to be charged to credit card

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Jason A. Cohen

Name of Person Signing

[Signature]

Signature

4/2/02

Date

04/03/2002 6TOM11 00000189 2285472

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

6

01 FC:481
02 FC:482

40.00 OP
175.00 OP

documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignment:
Washington, D.C. 20231

TRADEMARK
REEL: 002474 FRAME: 0131

SCHEDULE 1A TO GRANT OF SECURITY INTEREST

(TRADEMARKS AND TRADEMARK APPLICATIONS)

<u>Mark</u>	<u>Ser. No./Reg. No.</u>
ACCOUNT TRAX	2,285,472
LEGAL TRAX	2,301,982
IC ACQUIRER	76/053,788
ICFOUNDATION	76/053,785
ICISSUER	76/053,787
ICORDER	76/053,786
PLANET 2000	75/285,188
PLANET CONSULTING	75/702,294

GRANT OF SECURITY INTEREST

(TRADEMARKS)

WHEREAS, PLANET CONSULTING, INC., a Delaware corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, for which United States registrations and applications for registration are subsisting, as indicated on Schedule 1A (such marks, applications and registrations, collectively, the "Trademarks");

WHEREAS, the Assignor has entered into an Amended and Restated Guarantee and Collateral Agreement dated as of February 28, 2002 (as amended or otherwise modified from time to time, the "Security Agreement"), in favor of BNP PARIBAS (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks and the registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action that may exist by reason of violation thereof and any and all damages arising from past, present and future violations 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, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby grant to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral 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.

IN WITNESS WHEREOF, the Assignor has caused this Grant of Security Interest (Trademarks) to be duly executed by its officer thereunto duly authorized as of March 26, 2002.

PLANET CONSULTING, INC.

By: *W. Fisher*

Name: *William Fisher*

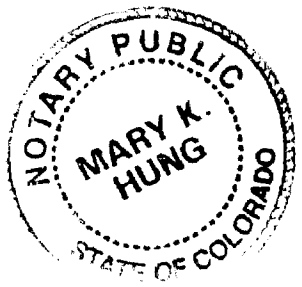
Title: *President, GSS*

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF Colorado

COUNTY OF Denver ss.:

On this 26th day of March, 2002, before me, the undersigned, personally appeared William Fisher, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Mary K Hung
[NOTARY SEAL]

MARY K. HUNG
NOTARY PUBLIC
STATE OF COLORADO

My Commission Expires 11/15/03

SCHEDULE 1A TO GRANT OF SECURITY INTEREST

(TRADEMARKS AND TRADEMARK APPLICATIONS)

<u>Mark</u>	<u>Ser. No./Reg. No.</u>
ACCOUNT TRAX	2,285,472
LEGAL TRAX	2,301,982
IC ACQUIRER	76/053,788
ICFOUNDATION	76/053,785
ICISSUER	76/053,787
ICORDER	76/053,786
PLANET 2000	75/285,188
PLANET CONSULTING	75/702,294

SIMPSON THACHER & BARTLETT

425 LEXINGTON AVENUE
NEW YORK, N.Y. 10017-3954
(212) 455-2000

FACSIMILE: (212) 455-2502

DIRECT DIAL NUMBER

(212) 455-2365

E-MAIL ADDRESS

J_Cohen3@stblaw.com

BY EXPRESS MAIL

April 2, 2002

Re: Recordation of Security Agreement

Commissioner of Patents and Trademarks
U.S. Patent and Trademark Office
Assignment Division
1213 Jefferson Davis Hwy, 3rd Floor
Arlington, VA 22202

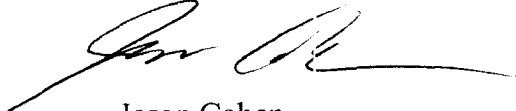
Dear Madam or Sir:

Enclosed for recording please find a Security Agreement in favor of BNP
Paribas, covering 8 U.S. trademarks.

Also completed and enclosed is form PTO-2038, authorizing credit card
payment in the amount of \$215.00 to cover the filing fee. Please return confirmation of this
filing to me at my firm's address as listed above.

Thank you for your consideration.

Respectfully submitted,



Jason Cohen

Enclosure

COLUMBUS

LOS ANGELES

PALO ALTO

LONDON

HONG KONG

TOKYO

SINGAPORE

RECORDED: 04/03/2002

TRADEMARK
REEL: 002474 FRAME: 0136