

11-03-2003
102590051

To the Honorable Commissioner of Pa

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

XEROX CORPORATION
INTELLIGENT ELECTRONICS, INC.

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

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

3. Nature of conveyance:

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

Execution Date: JUNE 25, 2003

2. Name and address of receiving party(ies)

Name: JPMORGAN CHASE BANK, AS
Internal COLLATERAL AGENT
Address: LIEN PERFECTION UNIT

Street Address: P.O. BOX 2558

City: HOUSTON State: TX Zip: 77252

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

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 ATTACHED HERETO.

B. Trademark Registration No.(s)
SEE SCHEDULE 1 ATTACHED HERETO.

Additional number(s) attached Yes No

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

Name: JACKIE LEE

Internal Address: ACCESS INFORMATION SERVICES, INC.

Street Address: 1773 WESTERN AVENUE

City: ALBANY State: NY Zip: 12203

6. Total number of applications and registrations involved:

532

7. Total fee (37 CFR 3.41).....\$13,315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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.

J. Lee
Name of Person Signing

Ju
Signature

6-25-03
Date

Total number of pages including cover sheet, attachments, and document: 27

11/03/2003 JYALLAH2 00000001 75069797

01 FC:0521
02 FC:0522

40.00 DP
13275.00 DP

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

See Attached.

TrademarkName	Status	AppNumber
KNOWLEDGE DEPOT, THE	Applied	75069797
X5	Applied	75069798
NSPLUS	Applied	75311404
NS 135CL	Applied	75311410
NS 135	Applied	75311411
KNOWLEDGE PUMP	Applied	75512713
KNOWLEDGE SHARING CENTRE	Applied	75540693
PIXOGRAPHIC	Applied	75558401
BILLXCHANGE	Applied	75558407
STATEMENTXCHANGE	Applied	75579387
KNOWLEDGESHARE	Applied	75579396
YOUR WORDS, YOUR PICTURES	Applied	75617233
PIXOGRAPHY	Applied	75617234
THINK BEYOND OFFSET	Applied	75617242
XES and design	Applied	75660328
CDQS	Applied	75660727
K Stylized	Applied	75723876
DIGICENTRE	Applied	75727272
TERMONLINE	Applied	75905370
HARLEQUIN	Applied	75925925
TRUE TOTAL COST OF OWNERSHIP CALCULATOR	Applied	75925930
OPERATIONAL EXCELLENCE PROCESS	Applied	75925931
DOCUMENT CENTRE IMAGE RETRIEVER	Applied	75925933
NEW BUSINESS OF PRINTING, THE	Applied	76002196
SYNERGIX	Applied	76028121
EXPRESS YOURSELF	Applied	76092809
BLUE DOG Design in blue	Applied	76092810
ADMISSIONS XPRESS (Stylized)	Applied	76092811
VIDEO CLUTCH	Applied	76137110
MAKE YOUR MARK IN HIGHLIGHT RED design	Applied	76213596
EOMS	Applied	76245834
TIME TO MARKET PROCESS MANGEMENT DESIGN	Applied	76293926
TIME TO MARKET PHASES DESIGN	Applied	76293927
EXPRESS MODE DESIGN	Applied	76293928
PRINTING INNOVATION WITH XEROX IMAGING AWARDS	Applied	76293929
IT'S COMPATIBLE	Applied	76302779
CONTROLCENTRE	Applied	76308596
REQDIRECT PLUS and design	Applied	76342860
XEROX CAPITAL SERVICES and design	Applied	76362060
DOCUMENT ADVISOR OFFICE	Applied	76362734
PERFEX and design	Applied	76417906
PHASER	Applied	76425675
LDP LEAN DOCUMENT PRODUCTION and design	Applied	76425676
CLEARCOSTCOLOR	Applied	76425677
HEALTHCARE DOCUMENT CHECKUP and design	Applied	76425678
STYLIZED X DESIGN, PIXELATED PORTION	Applied	76455575
SCAN TO PC DESKTOP	Applied	76470277
XEROX SENTINEL and design	Applied	76470295
CAMWISE	Applied	78036066
CUSTOMERCONCOURSE.COM	Applied	78044682
MAPS MARKETING ANALYSIS POSITIONING SYSTEMS	Applied	78044687

ROR RETURN ON RESEARCH
COMPASS PROSPECT TRACKING
CONCOURSE PROSPECT DIALOGS
DELTA REQUIREMENTS ANALYSIS
HORIZON PROPHECY POLLS
PROFILER TARGET IDENTIFICATION
CONSENSUS MATRIX
DOCUMENT SOULS
ETTM
GLOBALTRANS
COLORS OF EXCELLENCE
BIOTIP
BLACK CATHODE
GAPP COMMUNITY
IGEN3
SMARTPRESS TECHNOLOGY
SMARTPRESS TECHNOLOGY AT WORK
PRINTCLIQUE
MDOC
ETTM
MINDELIMUM
XEROX INTELLIGENT BARCODE UTILITY
SENTINEL SENSE AND RESPONSIBILITY
SENTINEL CUSTOMER SATISFACTION
SENTINEL ASSURANCE NETWORK
SENTINEL SATISFACTION ASSURANCE SYSTEM
MICRODENSITY
REAL ESTATE COLOR
YOUR DOCUMENT REMOTE CONTROL
DIGITAL BOOKMARK
THERE'S A NEW WAY TO LOOK AT IT
STUDIO POWERED BY XEROX
SMARTPRESS
OPX
BLUE STANDARD
SILVER STANDARD
GOLD STANDARD
SHOWCASE STANDARD
1632
IMST
DURAGRAFX X2
DURAPRINT
6060
XIP-LIGHT
PERFEX
535
545
CXP6000
EXP6000
EXD6000
WORKCENTRE IMAGE RETRIEVER
CARBONCONX

Applied 78044688
Applied 78059279
Applied 78059284
Applied 78059287
Applied 78059291
Applied 78059294
Applied 78059298
Applied 78059331
Applied 78059349
Applied 78059363
Applied 78059459
Applied 78059479
Applied 78061143
Applied 78061155
Applied 78076074
Applied 78076120
Applied 78076123
Applied 78076443
Applied 78077068
Applied 78077206
Applied 78081714
Applied 78082062
Applied 78086937
Applied 78086941
Applied 78086945
Applied 78086948
Applied 78087740
Applied 78089069
Applied 78091786
Applied 78094609
Applied 78096027
Applied 78096926
Applied 78109914
Applied 78118884
Applied 78118887
Applied 78118889
Applied 78118893
Applied 78118896
Applied 78118908
Applied 78118915
Applied 78118923
Applied 78118924
Applied 78129459
Applied 78129471
Applied 78129477
Applied 78130717
Applied 78130754
Applied 78130848
Applied 78130852
Applied 78130853
Applied 78138195
Applied 78138219

LDP	Applied	78138234
DOCUMENT CHANNEL	Applied	78150988
3535	Applied	78151004
COPY CENTRE	Applied	78151178
PAGE PLUS PROGRAM	Applied	78151188
IGEN4	Applied	78151787
M15	Applied	78169400
M20	Applied	78169406
M35	Applied	78169409
M45	Applied	78169411
M55	Applied	78169416
C20	Applied	78169419
C35	Applied	78169424
C45	Applied	78169426
GLOSSMARK	Applied	78169441
SQUAREFOLD	Applied	78169707
CS PLATFORM	Applied	78174342
DEVICE-CENTRIC SERVICES	Applied	78174345
XPRESSO	Applied	78174348
PROFITQUICK	Applied	78187984
MONITRON	Applied	78187992
C65	Applied	78188001
C75	Applied	78188006
C90	Applied	78188007
C32 COLOR	Applied	78188010
C40 COLOR	Applied	78188412
CUSTOMER SERVICE PLATFORM	Applied	78215833
THINK WIDER	Applied	78215839
DOCUSHARP	Applied	78215845
COPIER ASSISTANT	Applied	78215854
INNOVATION CHANGES EVERYTHING	Applied	78215862
CHANNEL FLASH	Applied	78225858
SALES FLASH	Applied	78225865
EASY-VI	Applied	78239453
FREEFLOW	Applied	78239468
POWER BEHIND PRODUCTION, THE	Applied	78239556
E-KITS DIRECT	Applied	78258632
DOCUMENT INTENSIVE BUSINESS PROCESSES	Applied	78258643
PHASERCAL	Applied	78258649
DOCUMATE	Applied	78265940
FINEPOINT	Applied	78265986
TOTAL SATISFACTION SERVICES	Applied	

FileDate

06/12/2000
06/12/2000
06/19/1997
06/19/1997
06/19/1997
07/02/1998
08/21/1998
09/14/1998
09/14/1998
10/29/1998
10/29/1998
01/08/1999
1/8/99
01/08/1999
3/15/99
03/15/1999
06/08/1999
06/11/1999
01/24/2000
02/22/2000
02/22/2000
02/22/2000
02/22/2000
03/15/2000
4/18/00
07/21/2000
07/21/2000
07/21/2000
09/29/2000
2/20/01 XESystems
04/25/2001
08/03/2001
08/03/2001
08/03/2001
08/03/2001
08/22/2001
09/05/2001
11/29/2001
01/24/2002
01/25/2002
05/31/2002
6/26/02
6/26/02
6/26/02
6/26/02
10/2/02
11/26/02
11/26/02
11/20/2000
01/22/2001
01/24/2001

01/24/2001
04/19/2001
04/19/2001
04/19/2001
04/19/2001
04/19/2001
04/19/2001
04/19/2001
04/19/2001
04/19/2001
04/20/2001
04/20/2001
04/30/2001
04/30/2001
07/27/2001
07/27/2001
07/27/2001
07/30/2001
08/02/2001
08/02/2001
08/29/2001
08/31/2001
10/4/01
10/04/2001
10/04/2001
10/04/2001
10/10/01
10/18/2001
11/05/2001
11/21/2001
11/30/2001
12/06/2001
02/20/2002
04/02/2002
04/02/2002
04/02/2002
04/02/2002
04/02/2002
04/02/2002
04/02/2002
4/2/02
4/2/02
05/17/2002
05/17/2002
05/17/2002
05/23/2002
05/23/2002
05/23/2002
05/23/2002
05/23/2002
05/23/2002
6/24/02
6/24/02

XESystems

XESystems
XESystems

6/24/02
8/5/02
8/5/02
8/6/02
8/6/02
8/7/02
9/30/02
9/30/02
9/30/02
9/30/02
9/30/02
9/30/02
9/30/02
9/30/02
9/30/02
10/1/02
10/15/02
10/15/02
10/15/02
11/22/02
11/22/02
11/22/02
11/22/02
11/22/02
11/22/02
11/25/02
2/18/03
2/18/03
2/18/03
2/18/03
2/18/03
3/14/03
3/14/03
4/18/03
4/18/03
4/18/03
6/5/03
6/5/03
6/5/03
6/23/03
6/23/2003
6/9/03

Xerox Registered Trademarks

Trademark	Status	RegistrationNum	Registration Date
XEROX	Registered	525717	05/30/1950
XEROX	Registered	576118	06/16/1953
XEROX	Registered	580296	09/22/1953
TELECOPIER	Registered	827150	04/11/1967
XEROX	Registered	916047	07/06/1971
4024	Registered	917675	08/03/1971
XEROX	Registered	957267	04/17/1973
VERSATEC V AND DESIGN	Registered	972677	11/13/1973
XEROX	Registered	1000990	01/07/1975
DIABLO	Registered	1006865	03/18/1975
XEROX	Registered	1008036	04/01/1975
XEROX	Registered	1010557	05/13/1975
6500	Registered	1072118	08/30/1977
OMNIFAX	Registered	1148802	03/24/1981
VP	Registered	1310906	12/25/1984
KNOWLEDGE WORKER	Registered	1312149	01/01/1985
EXPERT	Registered	1330603	04/16/1985
3700	Registered	1397511	06/17/1986
XPS	Registered	1424688	01/13/1987
2510	Registered	1428243	2/10/87
1012	Registered	1454059	08/25/1987
5065	Registered	1658883	10/01/1991
5018	Registered	1658885	10/01/1991
1090	Registered	1658886	10/01/1991
5028	Registered	1658899	10/01/1991
5012	Registered	1658900	10/01/1991
5052	Registered	1659600	10/08/1991
5090	Registered	1659601	10/08/1991
1050	Registered	1659609	10/08/1991
1065	Registered	1659615	10/08/1991
5014	Registered	1659616	10/08/1991
DOCUMENT COMPANY, THE	Registered	1660320	10/08/1991
XEROX	Registered	1661698	10/22/1991
7009	Registered	1662316	10/29/1991
3010	Registered	1662317	10/29/1991

7085	Registered	1662339	10/29/1991
XEROX	Registered	1662340	10/29/1991
5011	Registered	1668968	12/17/1991
5260	Registered	1668969	12/17/1991
5220	Registered	1668970	12/17/1991
5240	Registered	1668971	12/17/1991
SERVEWARE	Registered	1671011	01/07/1992
DOCUTECH	Registered	1673839	01/28/1992
5100	Registered	1673840	01/28/1992
5009	Registered	1675543	02/11/1992
DOCUPRINT	Registered	1707482	08/11/1992
RING TUFF	Registered	1752526	02/16/1993
VERSABOND	Registered	1763674	4/6/93
7041	Registered	1777745	06/22/1993
7033	Registered	1777746	06/22/1993
DIABLO	Registered	1782320	07/20/1993
DOCUTECH NETWORK PUBLISHER	Registered	1785360	08/03/1993
ROOMS	Registered	1786548	08/10/1993
5210	Registered	1790226	08/31/1993
3050	Registered	1790956	8/31/93
5320	Registered	1799135	10/19/1993
5322	Registered	1799136	10/19/1993
5318	Registered	1803129	11/09/1993
PAPER WARE	Registered	1834389	05/03/1994
TURN THE KEY	Registered	1836364	05/10/1994
PHONESHARE	Registered	1842779	07/05/1994
QUICKSTART	Registered	1843522	07/05/1994
5313	Registered	1845519	07/19/1994
5775	Registered	1845521	07/19/1994
5350	Registered	1856649	10/04/1994
5340	Registered	1856650	10/04/1994
4004	Registered	1857588	10/11/1994
5310	Registered	1860294	10/25/1994
5309	Registered	1860295	10/25/1994
5205	Registered	1860296	10/25/1994
3060	Registered	1860313	10/25/94
5053	Registered	1867480	12/13/1994

DOCUPAC	Registered	1867608	12/13/1994
4700	Registered	1875829	01/24/1995
5380	Registered	1879121	02/14/1995
5390	Registered	1882856	03/07/1995
5335	Registered	1884209	03/14/1995
COLORCOAT	Registered	1890508	04/18/1995
SMARTPAPER	Registered	1892574	05/02/1995
MAJESTIK COLOR SERIES	Registered	1898658	06/13/1995
COLORGRAFX TONER	Registered	1902274	7/4/95
MAJESTIK COLOR SERIES DESIGN	Registered	1902449	07/04/1995
3030	Registered	1909871	8/8/95
4505	Registered	1912340	08/15/1995
4510	Registered	1912341	08/15/1995
4520	Registered	1912342	08/15/1995
4090	Registered	1916251	09/05/1995
4235	Registered	1916252	09/05/1995
4045	Registered	1916253	09/05/1995
5280	Registered	1916254	09/05/1995
4197 MICR	Registered	1919438	09/19/1995
HOST TO POST	Registered	1920447	09/19/1995
5365	Registered	1920721	09/19/1995
PHASER	Registered	1921490	09/26/1995
2520	Registered	1921708	9/26/95
5305	Registered	1921765	09/26/1995
5203	Registered	1921766	09/26/1995
5201	Registered	1921767	09/26/1995
5306	Registered	1921768	09/26/1995
SOLAR FLARE	Registered	1924581	10/03/1995
MADE FOR EACH OTHER	Registered	1924595	10/03/1995
DOCUMENT COMPANY, THE	Registered	1929360	10/24/1995
COLORSTIX	Registered	1936652	11/21/1995
4220	Registered	1947194	01/09/1996
5388	Registered	1956361	02/13/1996
DESIGNNET	Registered	1958267	02/27/1996
5080	Registered	1965086	4/2/96
DOCUPRINT	Registered	1965619	04/02/1996
DOCUCARD	Registered	1967323	04/09/1996

FASTSTART	Registered	1969258	04/23/1996
SERVICE WHILE YOU SLEEP	Registered	1971529	04/30/1996
DOCUMENTS DIRECT	Registered	1971676	04/30/1996
DOCUSP	Registered	1971774	04/30/1996
QUADMARK & DESIGN	Registered	1975188	05/21/1996
VISUAL RECALL	Registered	1988958	07/23/1996
4135	Registered	1991399	08/06/1996
DOCUCS	Registered	1993976	08/13/1996
5680	Registered	2001825	09/17/1996
4890	Registered	2002874	09/24/1996
4635	Registered	2002875	09/24/1996
2-PHASE EXTRACTION	Registered	2004022	10/01/1996
3006	Registered	2010886	10/22/1996
4050	Registered	2011975	10/29/1996
4250/MRP	Registered	2013732	11/05/1996
BOOKMARK35	Registered	2029252	01/07/1997
5352C	Registered	2030247	01/14/1997
5343C	Registered	2030248	01/14/1997
XPRINT	Registered	2030980	01/14/1997
SOLVINGRIGHT	Registered	2035499	02/04/1997
MEETINGRIGHT	Registered	2037016	02/11/1997
ONE WORLD CAMPAIGN	Registered	2040970	02/11/1997
WORKCENTER	Registered	2053109	02/25/1997
XDA	Registered	2056140	04/15/1997
EXTREME SERVICE	Registered	2072631	04/22/1997
XEROX	Registered	2075858	06/17/1997
STYLIZED X DESIGN	Registered	2077700	07/01/1997
PRINTXCHANGE	Registered	2078023	07/08/1997
STYLIZED X DESIGN	Registered	2078823	07/08/1997
JOB BUILD	Registered	2080025	07/15/1997
5337	Registered	2080026	7/15/97
QUEST APPROACH, THE	Registered	2080026	07/15/1997
4920	Registered	2081878	07/22/1997
XTIPS	Registered	2084459	07/29/1997
EDUCATORS EDGE	Registered	2086429	08/05/1997
COUNT ON IT	Registered	2089988	09/19/1997
XEROX COMPANY STORE, THE	Registered	2091481	08/26/1997
	Registered	2091852	08/26/1997

DOCUWEB	Registered	2091934	08/26/1997
BUSINESS CORNER	Registered	2092103	08/26/1997
DIGITAL IMAGING TECHNOLOGY CENTER AND DESIGN	Registered	2094547	09/09/1997
FAXCENTRE	Registered	2096464	09/16/1997
PHASERSHARE	Registered	2098000	09/16/1997
7356	Registered	2104103	10/17/97
DOCUMENTS AT WORK	Registered	2107703	10/21/1997
CENTREWARE	Registered	2109749	10/28/1997
SIXTH SENSE TECHNOLOGY	Registered	2112517	11/11/1997
SIXTH SENSE	Registered	2112518	11/11/1997
TEKCOLOR and Design	Registered	2114905	11/25/1997
TEKCOLOR	Registered	2114910	11/25/1997
TEKCOLOR	Registered	2117143	12/02/1997
SEARCH FOR HEROES	Registered	2121258	12/16/1997
5626	Registered	2122257	12/16/1997
5624	Registered	2122258	12/16/1997
8830	Registered	2122259	12/16/97
DOCUMENT SOURCE, THE	Registered	2137482	02/17/1998
4925	Registered	2137626	02/17/1998
5750	Registered	2137848	02/17/1998
DOCULOCK	Registered	2149577	04/07/1998
XC540	Registered	2151049	04/14/1998
DOCUPATH	Registered	2168063	06/23/1998
IMAGE XPRESSIONS	Registered	2168498	06/23/1998
4213	Registered	2168747	06/30/1998
PRIMARY IMAGE	Registered	2171900	07/07/1998
XC580	Registered	2175094	07/21/1998
XC1044	Registered	2175095	07/21/1998
INCONCERT, INC. A XEROX NEW ENTERPRISE COMPAN	Registered	2175549	07/21/1998
DOCUCM	Registered	2175973	07/28/1998
5114	Registered	2182379	08/18/1998
5855C	Registered	2182380	08/18/1998
ULTRASPEC SERIES	Registered	2185580	09/01/1998
5845C	Registered	2185837	09/01/1998
5837	Registered	2185838	09/01/1998
5614	Registered	2186069	09/01/1998
CHARTINGRIGHT	Registered	2189868	09/15/1998

XEROX SCAN MANAGER	Registered	2193171	10/06/1998
DOCUMENT WORKCENTRE	Registered	2197152	10/20/1998
4850	Registered	2197153	10/20/1998
2240IJ	Registered	2211473	12/15/1998
DOCUJOB	Registered	2211474	12/15/1998
5890	Registered	2211684	12/15/1998
5800	Registered	2211685	12/15/1998
PHASER	Registered	2212423	12/22/1998
4508	Registered	2212836	12/22/1998
DOCULINK	Registered	2217595	01/12/1999
XC820	Registered	2220728	01/26/1999
XC1255	Registered	2220729	01/26/1999
DOCUSHARE	Registered	2224761	02/16/1999
DOCULAN	Registered	2224762	02/16/1999
XEROX PROFESSIONAL DOCUMENT SERVICES	Registered	2232757	03/16/1999
IMAGEFIX	Registered	2234745	03/23/1999
DOCUSEAL	Registered	2237972	04/13/1999
DOCUMENT CENTRE	Registered	2242421	05/04/1999
XEROX PRODUCTIVITY CENTRE	Registered	2244261	5/11/99
BOUND TO IMPRESS	Registered	2246340	05/18/1999
COLOR XPRESSIONS	Registered	2250055	06/01/1999
5818	Registered	2250411	06/01/1999
5820	Registered	2250413	06/01/1999
DOCULIFE	Registered	2257675	06/29/1999
ANSWER SOURCE	Registered	2267647	08/03/1999
CAST AND CATCH	Registered	2272647	08/24/1999
ZERO LANDFILL	Registered	2283764	10/05/1999
INK STICK Configuration(340/350/360-K)	Registered	2284211	10/05/1999
INK STICK Configuration(340/350/360-Y)	Registered	2284212	10/05/1999
INK STICK Configuration(340/350/360-C)	Registered	2284213	10/05/1999
DOCUIMAGE	Registered	2290275	11/02/1999
DOCUPM	Registered	2302380	12/21/1999
XJ8C	Registered	2302658	12/21/1999
XJ6C	Registered	2302659	12/21/1999
XJ9C	Registered	2302660	12/21/1999
INK STICK Configuration(340/350/360-M)	Registered	2304946	12/28/1999
C55	Registered	2309541	01/18/2000

XVANTAGE	Registered	2314952	02/01/2000
DOCUMENTS ON DEMAND	Registered	2317435	02/15/2000
DOCUPRINT P8	Registered	2322161	02/22/2000
DIGIPATH	Registered	2322326	02/22/2000
DOCUPRINT P12	Registered	2324781	02/29/2000
PRINTERMAP	Registered	2324782	02/29/2000
N32	Registered	2333519	03/21/2000
6180	Registered	2333520	03/21/2000
N40	Registered	2333521	03/21/2000
PAGETRAK	Registered	2335944	03/28/2000
INK STICK Design(340/350/360-Y)	Registered	2339344	04/04/2000
5895	Registered	2341754	04/11/2000
EASY STREET	Registered	2345972	04/25/2000
INK STICK Design(340/350/360-K)	Registered	2346178	04/25/2000
DIGITAL LASER OPAQUE	Registered	2347490	05/02/2000
XE80	Registered	2360721	06/20/2000
XE82	Registered	2360722	06/20/2000
3001	Registered	2360723	6/20/00
3040	Registered	2360724	6/20/00
XE60	Registered	2360725	06/20/2000
XE62	Registered	2363028	06/27/2000
SX3000T	Registered	2365131	07/04/2000
385	Registered	2365132	07/04/2000
XI70C	Registered	2367025	07/11/2000
DOCUBROKER	Registered	2368798	07/18/2000
PRESSMAGIC	Registered	2369734	07/25/2000
DIGITAL.GOV	Registered	2370935	07/25/2000
XC865	Registered	2379880	08/22/2000
XC23	Registered	2379943	08/22/2000
XC33	Registered	2379944	08/22/2000
INK STICK Design(340/350/360-M)	Registered	2380087	08/22/2000
INK STICK Design(340/350/360-C)	Registered	2384288	09/05/2000
SX3000	Registered	2385888	09/12/2000
VIPP	Registered	2386031	09/12/2000
COLORREADY	Registered	2402518	11/07/2000
180 NPS	Registered	2406589	11/21/2000
COLORLINK PUBLISHING SYSTEM	Registered	2406590	11/21/2000

XC1040	Registered	2408963	11/28/2000
WORKCENTRE	Registered	2410573	12/05/2000
XCOUNTER	Registered	2411284	12/05/2000
XC356	Registered	2412130	12/12/2000
XC355	Registered	2412132	12/12/2000
180 IPS	Registered	2414290	12/19/2000
7346	Registered	2414542	12/19/00
XC1045	Registered	2417780	01/02/2001
BOOK IN TIME	Registered	2417961	01/02/2001
PRINT FOR SUCCESS	Registered	2418168	01/02/2001
N4025	Registered	2419963	01/09/2001
ECOWORX	Registered	2423885	01/23/2001
XK35C	Registered	2437566	03/20/2001
180 LPS	Registered	2438769	03/27/2001
QUALITY YOU EXPECT FOR LESS, THE	Registered	2438907	03/27/2001
CENTREDIRECT	Registered	2441497	04/03/2001
16P	Registered	2441543	04/03/2001
92C LPS	Registered	2445003	04/17/2001
PWSLOCK	Registered	2446713	04/24/2001
DOCUPRINTSERVER	Registered	2451218	05/15/2001
5990	Registered	2451520	05/15/2001
DOCUMENT HOME CENTRE	Registered	2453418	05/22/2001
DOCUMENTING DREAMS WRITING WEEK	Registered	2455409	05/29/2001
GREEN WORLD ALLIANCE	Registered	2460262	06/12/2001
INK STICK Design(Swift-C)	Registered	2462157	06/19/2001
XJ4C	Registered	2467959	07/10/2001
SUPPLIES DEVELOPMENT CENTRE and design	Registered	2474433	07/31/2001
XEROX CONNECTand design	Registered	2478334	08/14/2001
LOFT	Registered	2478580	08/14/2001
EMAIL and design	Registered	2478581	08/14/2001
INKLOGIC and design	Registered	2478582	08/14/2001
PAPER THAT KNOWS WHERE IT IS GOING	Registered	2480805	08/21/2001
PROXES	Registered	2480806	8/21/01
INKLOGIC	Registered	2480807	08/21/2001
470CX	Registered	2482878	08/28/2001
PIXOGRAPHY	Registered	2482903	08/28/2001
PERSONAL ATTENTION POWERFUL RESULTS	Registered	2483099	08/28/2001

5328	Registered	2486622	09/11/2001
PAGECAM	Registered	2491461	09/18/2001
XD103F	Registered	2496578	10/09/2001
5900	Registered	2496622	10/09/2001
5885	Registered	2496623	10/09/2001
5995	Registered	2496662	10/09/2001
7399	Registered	2496767	10/9/01
XD105F	Registered	2498643	10/16/2001
N3225	Registered	2500744	10/23/2001
N2825	Registered	2500745	10/23/2001
N2125	Registered	2502545	10/30/2001
N2025	Registered	2502546	10/30/2001
5034	Registered	2508472	11/20/2001
5021	Registered	2508473	11/20/2001
TOTALFLEX	Registered	2510753	11/20/2001
685	Registered	2511014	11/20/2001
DOCUMENT COMPANY, THE	Registered	2511581	11/27/2001
785	Registered	2513224	11/27/2001
555	Registered	2513225	11/27/2001
XC830	Registered	2517618	12/11/2001
XC1020	Registered	2517619	12/11/2001
ASKONCE	Registered	2517903	12/11/2001
765	Registered	2518225	12/11/2001
DIGITAL VISIONS	Registered	2522361	12/25/2001
NEUE CLASSIC	Registered	2522950	12/25/2001
575	Registered	2523207	12/25/2001
XD102	Registered	2529128	01/15/2002
XD100	Registered	2529129	01/15/2002
665	Registered	2530403	01/15/2002
DOCUPRINT NC60	Registered	2532449	01/22/2002
ALLURE	Registered	2532874	01/22/2002
WORKCENTRE	Registered	2536680	02/05/2002
IT'S SO SIMPLE IT'S BRILLIANT	Registered	2536914	02/05/2002
Y104	Registered	2538139	02/12/2002
Y103	Registered	2538140	02/12/2002
Y102	Registered	2538141	02/12/2002
Y101	Registered	2538142	02/12/2002

Y100	Registered	2538143	02/12/2002
H100X2	Registered	2538144	02/12/2002
H100	Registered	2538145	02/12/2002
Y103X3	Registered	2540160	02/19/2002
Y102X3	Registered	2540161	02/19/2002
Y101X3	Registered	2540162	02/19/2002
SMART.PRODUCTION	Registered	2540890	02/19/2002
DIGIPATH	Registered	2544637	03/05/2002
DOCXPRESS	Registered	2550273	03/19/2002
XC1875	Registered	2552880	03/26/2002
MOBILEDOC	Registered	2556594	04/02/2002
DOCUPRINT	Registered	2561788	4/16/02
EMAIL design	Registered	2564245	4/23/02
REQIRECT	Registered	2568327	5/7/02
X-TREME FILLING	Registered	2571785	5/21/02
DOCUMENT APPLIANCE	Registered	2572412	5/21/02
XELDA	Registered	2576440	6/4/02
ACCXES	Registered	2579228	6/11/02
92C NPS	Registered	2582746	6/18/02
ORDERQUIX	Registered	2585578	6/25/02
DOCUMENTING DREAMS	Registered	2588320	7/2/02
ECOWORX DESIGN	Registered	2588828	7/2/02
SOLUTIONQUIX	Registered	2594519	7/16/02
8825 DDS	Registered	2594577	7/16/02
ACCXES and design	Registered	2607926	8/13/02
PRINTCISE	Registered	2608287	8/13/02
DIAGNOSTIC NAVIGATOR	Registered	2618471	9/10/02
VIA XEROX	Registered	2624769	9/24/02
P1202	Registered	2625465	9/24/02
FLOWPORT	Registered	2628709	10/1/02
XES	Registered	2632157	10/8/02
P1210	Registered	2632455	10/8/02
VALUEQUIX	Registered	2635729	10/15/02
DOCUSTAMP	Registered	2636100	10/15/02
XC2675	Registered	2637928	10/22/02
NEW BUSINESS OF PRINTING, THE	Registered	2643668	10/29/02
KNOWLEDGE STREET	Registered	2648457	11/12/02

SNAPCOLOR	Registered	2650007	11/12/02
INFOSMART	Registered	2654809	11/26/02
KNOWLEDGE TRAIN	Registered	2655067	11/26/02
ASST	Registered	2663655	12/17/02
NEUE MODERN FAMILY	Registered	2666717	12/24/02
PROFITPLANNER	Registered	2668366	12/31/02
KNOWLEDGESHARE	Registered	2669686	12/31/02
YOUR WORDS, YOUR PICTURES	Registered	2669687	12/31/02
IMAGING KIOSK SOLUTION	Registered	2678611	1/21/03
DIGIFINISH	Registered	2684213	2/4/03
FREEDOM OF CHOICE	Registered	2700881	3/25/03
DURAPAPER	Registered	2702953	4/1/03
PHASERSMART	Registered	2747334	11/5/02

INTELLIGENT ELECTRONICS, INC., XLCONNECT SOLUTIONS

Trademark

XLCONNECT

XLSOURCE

THE INTELLIGENT LEASING CENTER

THE RESELLERS' COMPLETE LEASING SOLUTION

XLCONNECT

INTELLIGENT LEASE

XLCONNECT SOLUTIONS

Status

Registered

Registered

Registered

Registered

Registered

Registered

Registered

RegNumber

2086522

2093733

2107654

2107668

2111387

2112717

2168111

TRADEMARK

REEL: 002852 FRAME: 0620

RegDate

08/05/97

09/02/97

10/21/97

10/21/97

11/04/97

11/11/97

06/23/98

TRADEMARK SECURITY AGREEMENT

(Trademarks, Trademark Registrations, Trademark Applications and Trademark Licenses)

WHEREAS, Xerox and each of its subsidiaries party hereto (each, a "**Lien Grantor**") owns, or in the case of licenses is a party to, the Trademark Collateral (as defined below);

WHEREAS, XEROX CORPORATION ("**Xerox**"), the Overseas Borrowers party thereto, the Lenders party thereto, JPMORGAN CHASE BANK, as Administrative Agent, Collateral Agent and LC Issuing Bank, DEUTSCHE BANK SECURITIES INC., as Syndication Agent and CITICORP NORTH AMERICA, INC., MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED and UBS SECURITIES LLC, as Co-Documentation Agents, are parties to a Credit Agreement dated as of June 19, 2003 (as amended from time to time, the "**Credit Agreement**"); and

WHEREAS, pursuant to (i) a Guarantee and Security Agreement dated as of June 25, 2003 (as amended and/or supplemented from time to time, the "**Security Agreement**") among Xerox, the Subsidiary Guarantors party thereto and JPMORGAN CHASE BANK, as Collateral Agent for the Secured Parties referred to therein (in such capacity, together with its successors in such capacity, the "**Grantee**"), and (ii) certain other Security Documents (as defined in the Credit Agreement, and including this Trademark Security Agreement), each Lien Grantor has secured certain of its obligations (the "**Secured Obligations**") by granting to the Grantee for the benefit of such Secured Parties a continuing security interest in personal property of that Lien Grantor, including all right, title and interest of the Lien Grantor in and to the Trademark Collateral (as defined below);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Lien Grantor grants to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), to secure its Secured Obligations, a continuing security interest in and to all of the Lien Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "**Trademark Collateral**"), except to the extent (and only to the extent) prohibited by a Permitted Encumbrance (as defined in the Security Agreement), whether now owned or existing or hereafter acquired or arising:

- (i) each Trademark (as defined in the Security Agreement) owned by the Lien Grantor, including, without limitation, each Trademark registration and application referred to in Schedule 1 hereto, and all of the

goodwill of the business symbolized by or associated with each Trademark;

(ii) each Trademark License (as defined in the Security Agreement) to which the Lien Grantor is a party, and all of the goodwill of the business symbolized by or associated with each Trademark licensed pursuant thereto; and

(iii) all proceeds of and revenues from the foregoing, including, without limitation, all proceeds of and revenues from any claim by the Lien Grantor against third parties for past, present or future unfair competition with, or violation of intellectual property rights in connection with or injury to, or infringement or dilution of, any Trademark owned by the Lien Grantor (including, without limitation, any Trademark identified in Schedule 1 hereto), or for injury to the goodwill associated with any of the foregoing.

Each Lien Grantor hereby irrevocably appoints the Grantee its true and lawful attorney, with full power of substitution, in the name of the Lien Grantor, the Grantee, the Secured Parties or otherwise, for the use and benefit of the Secured Parties, but at the Borrowers' (as defined in the Credit Agreement) expense, to the extent permitted by law to exercise, upon the occurrence and during the continuance of an Actionable Event of Default (as defined in the Security Agreement) or upon acceleration of the Loans (as defined in the Credit Agreement) in accordance with the terms of the Credit Agreement, all or any of the following powers with respect to all or any of the Trademark Collateral:

(a) to demand, sue for, collect, receive and give acquittance for any and all monies due or to become due thereon or by virtue thereof,

(b) to settle, compromise, compound, prosecute or defend any action or proceeding with respect thereto,

(c) to sell, transfer, assign or otherwise deal in or with the same or the proceeds thereof, as fully and effectually as if the Grantee were the absolute owner of the Lien Grantor's right, title and interest therein, and

(d) to extend the time of payment of any or all thereof and to make any allowance and other adjustments with reference thereto.

The foregoing security interest is granted in conjunction with the Security Interests (as defined in the Security Agreement) granted by each Lien Grantor to the Grantee pursuant to the Security Agreement. Each Lien Grantor acknowledges and affirms that the rights and remedies of the Grantee with respect to the security interest in the Trademark Collateral granted hereby are more fully

set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, each Lien Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 25th day of June, 2003.

XEROX CORPORATION

By: _____

Name:

Title:

Rhonda Seegal
Rhonda L. Seegal
Vice President and Treasurer

INTELLIGENT ELECTRONICS, INC.

By: _____

Name:

Title:

IN WITNESS WHEREOF, each Lien Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the day of June, 2003.

XEROX CORPORATION

By: _____
Name:
Title:

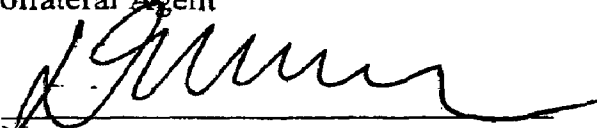
INTELLIGENT ELECTRONICS, INC.

By: Robert Hope
Name: Robert Hope
Title: Treasurer

Acknowledged:

JPMORGAN CHASE BANK, as
Collateral Agent

By:


Name:

David M. Mallett

Title:

Vice President

(NY) 27011/006/SA/trademark.sa.doc

RECORDED: 10/31/2003

TRADEMARK
REEL: 002852 FRAME: 0627