

05-15-2000



Form PTO-1594  
1-31-92

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U.S. DEPARTMENT OF COMMERCE  
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): 4.26.00  
**SITEL Corporation**

Individuals  Association  
 General Partnership -  Limited Partnership  
 Corporation - State: Minnesota  
 Other

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

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

Name: Bankers Trust Company  
 Internal Address: One Bankers Trust Plaza  
 Street Address: 130 Liberty Street  
 City: New York State: New York ZIP: 10006

Individual(s) citizenship 6  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-  
 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 Interest  Change of Name  
 Other - \_\_\_\_\_

Execution Date: April 11, 2000

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
75/320,679

Additional numbers attached?  Yes  No

Trademark Registration No.(s)\

1,448,816

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Brian Jaenicke, Legal Assistant  
 Internal Address: White & Case LLP  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: 1155 Avenue of the Americas  
 City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 2

7. Total fee (37 CFR 3.41): ..... \$ 65.00  
 Enclosed  
 Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:  
23-1705 (in case of deficiency)  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

05/11/2000 JSHARAZZ 00000178 75320679  
 40.00 OP  
 25.00 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.*

Brian T. Jaenicke  
 Name of Person Signing

Brian T. Jaenicke  
 Signature

4/26/2000  
 Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

**GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SITEL Corporation, a Minnesota corporation (the "Grantor") with principal offices at 111 South Calvert Street, Suite 1900, Baltimore, Maryland 21202, hereby grants to Bankers Trust Company, as Collateral Agent, with principal offices at One Bankers Trust Plaza, 130 Liberty Street, New York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of April 11, 2000 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

\* \* \*

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 11<sup>th</sup>  
day of April, 2000.

SITEL CORPORATION, Grantor

By 

Name:

Title:

BANKERS TRUST COMPANY,  
as Collateral Agent and Grantee

By 

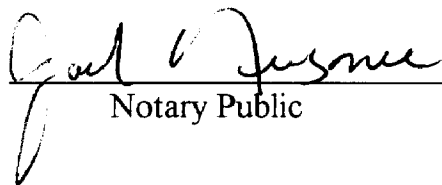
Name:

Title:

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

On this 11<sup>th</sup> day of April, 2000, before me personally came ~~John~~


Nan A. Kreamer who, being by me duly sworn, did state as follows: that [s]he is  
Vice President of SITEL CORPORATION, that [s]he is authorized to execute the foregoing  
Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of  
said corporation.

  
Notary Public

JOEL NEWSOME  
Notary Public, State of New York  
No. 01NE6028698  
Qualified in New York County  
Commission Expires Aug. 2, 2001

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

On this 11<sup>th</sup> day of April, 2000, before me personally came Pam  
DIVINO who, being by me duly sworn, did state as follows: that [s]he is  
Vice President of Bankers Trust Company that [s]he is authorized to execute the  
foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of  
Directors of said corporation.

  
Notary Public

STACY E. NATHANSON  
Notary Public, State of New York  
No. 01NA6024356  
Qualified in New York County  
Commission Expires May 10, 2001

MARK

REG. NO.

REG. DATE

SITEL

1,448,816

July 21, 1987

We Speak Your Language

75/320,679

July 7, 1997

(i)