

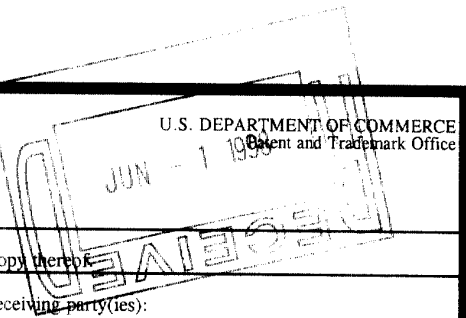
6/1/98

06-16-1998



100738833

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To the Honorable Commissioner of Patents and Trademarks. Please return to 100738833

or copy thereof

1. Name of conveying party(ies):
MATRIDIGM CORPORATION

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

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

2. Name and address of receiving party(ies):
 Name: WELLS FARGO BANK (TEXAS), NATIONAL ASSOCIATION
 Internal Address: _____
 Street Address: 1445 Ross Avenue, 3rd Floor
 City: Dallas State: Texas ZIP: 75202

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 2, 1998

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes _____ No _____
 (Designation 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)

75/399,551	75/313,441
75/399,550	75/313,440
75/354,138	75/313,439
75/354,137	75/217,365
75/354,136	75/354,135

Additional numbers attached? Yes No

B. Trademark registration No.(s)

2,139,768
2,139,656

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: P. Weston Musselman, Jr.
Jenkins & Gilchrist, P.C.
 Internal Address: _____
 Street Address: 1445 Ross Avenue, Ste. 3200
 City: Dallas State: Texas Zip: 75202-2799

6. Total number of applications and registrations involved: 12

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

Enclosed
 Authorized to be charged to deposit account. E

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

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.

P. Weston Musselman, Jr. P. Weston Musselman, Jr. 5/27/98
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 9

06/16/1998 JSHADAZZ 00000006 75399351

01 FC:481
02 FC:482

40.00 OP
275.00 OP

IPDAL:165452.1 14434-00059

TRADEMARK
REEL: 1740 FRAME: 0117

TRADEMARK SECURITY AGREEMENT

WHEREAS, MATRIDIGM CORPORATION, a California corporation ("Grantor"), owns the Trademarks, Trademark registrations, and Trademark applications listed on Schedule 1 annexed hereto, and is a party to the Trademark Licenses listed on Schedule 1 annexed hereto; and

WHEREAS, pursuant to the terms of the Security Agreement dated as of April 2, 1998 (as said Agreement may be amended and in effect from time to time, the "Security Agreement"), between Grantor and Wells Fargo Bank (Texas), National Association ("Secured Party"), Grantor has granted to Secured Party a security interest in substantially all the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), Trademark registrations, Trademark applications and Trademark Licenses (as defined in the Security Agreement), and all proceeds thereof, to secure the payment of all Secured Obligations (as such term is defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Secured Party a continuing security interest in all of 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"), whether presently existing or hereafter created or acquired:

- (1) each Trademark, Trademark registration and Trademark application, including, without limitation, the Trademarks, Trademark registrations (together with any reissues, continuations or extensions thereof) and Trademark applications referred to in Schedule 1 annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application;
- (2) each Trademark License and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark License, including, without limitation, each Trademark License referred to in Schedule 1 annexed hereto; and
- (3) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark or Trademark registration including, without limitation, the Trademarks and Trademark registrations referred to in Schedule 1 annexed hereto, the Trademark registrations issued with respect to the Trademark applications referred in Schedule 1 and the Trademarks licensed under any Trademark License, or (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark licensed under any Trademark License.

This security interest is granted in conjunction with the security interests granted to Secured Party pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and

Schedule 1
to Trademark
Security Agreement

TRADEMARKS						
Owner of Record	Country of Registration	Trademark	Applications, Registration or Serial No.	Registration or Filing Date	Expiration Date	Goods
Matridigm Corporation	Canada	MATRIDI GM	0832,163	12/20/96	pending	Computer hardware and computer programs for reconfiguring existing software programs to simplify maintenance and upgrading of the existing programs, and for manipulating and handling data bases; computer operating system for running programs and handling databases.
Matridigm Corporation	USA	MCAP	75-399,551	12/3/97	pending	Computer services, namely conversion, maintenance, migration, modification, reconfiguration, revision, testing, and upgrading of software applications, software programs, and software systems for others.
Matridigm Corporation	USA	MCAP	75-399,550	12/3/97	pending	Computer operating system software, computer programs, and customized computer software programs for use in the conversion, maintenance, migration, modification, reconfiguration, revision, testing, and upgrading of software applications, software programs, and software systems for others.
Matridigm Corporation	USA	MILLENNIUM CONTROL SYSTEM	75-354,138	9/9/97	pending	Computer services, namely, conversion, maintenance, migration, modification, reconfiguration, revision, testing, and upgrading of software applications, software programs, and software systems for others.
Matridigm Corporation	USA	MILLENNIUM CONTROL SYSTEM	75-354,137	9/9/97	pending	Computer operating system software, pre-recorded computer programs, and customized computer software programs for use in the conversion, maintenance, migration, modification, reconfiguration, revision, testing, and upgrading of software applications, software programs, and software systems for others.

Owner of Record	Country of Registration	Trademark	Applications, Registration or Serial No.	Registration or Filing Date	Expiration Date	Goods
Matridigm Corporation	USA	MICOS	75-354,136	9/9/97	pending	Computer services, namely, conversion, maintenance, migration, modification, reconfiguration, revision, testing, and upgrading of software applications, software programs, and software systems for others.
Matridigm Corporation	USA	MICOS	75-354,135	9/9/97	pending	Computer operating system software, pre-recorded computer programs, and customized computer software programs for use in the conversion, maintenance, migration, modification, reconfiguration, revision, testing, and upgrading of software applications, software programs, and software systems for others.
Matridigm Corporation	USA	MAP2000	75-313,441	6/23/97	pending	Computer operating system software, pre-recorded computer programs, and customized computer software programs for use in the conversion, maintenance, migration, modification, reconfiguration, revision, testing, and upgrading of software applications, software programs, and software systems for others.
Matridigm Corporation	USA	PREP SYSTEM	75-313,440	6/23/97	pending	Computer operating system software, pre-recorded computer programs, and customized computer software programs for use in the conversion, maintenance, migration, modification, reconfiguration, revision, testing, and upgrading of software applications, software programs, and software systems for others.
Matridigm Corporation	USA	PREP SYSTEM	75-313,439	6/23/97	pending	Computer services, namely, conversion, maintenance, migration, modification, reconfiguration, revision, testing, and upgrading of software applications, software programs, and software systems for others.
Matridigm Corporation	USA	MAP2000	75-217,365	12/23/96	pending	Computer software maintenance services, namely, reconfiguring existing software programs and databases to simplify maintenance, manipulation, and upgrading of the existing programs and databases.

Owner of Record	Country of Registration	Trademark	Applications, Registration or Serial No.	Registration or Filing Date	Expiration Date	Goods
MatriDigm Corporation	USA	MATRIDIGM & Design	75-176,105	10/3/96	pending	Computer software maintenance services, namely, reconfiguring existing software programs and databases to simplify maintenance, manipulation, and upgrading of the existing programs and databases.
MatriDigm Corporation	USA	MATRIDIGM	Serial no. 75-176,104; registration no. 2,139,768	10/3/96		Computer software maintenance services, namely, reconfiguring existing software programs and databases to simplify maintenance, manipulation, and upgrading of the existing programs and databases.
MatriDigm Corporation	USA	MATRIDIGM & Design	75-126,078	6/27/96	pending	Computer hardware and computer programs for reconfiguring existing software programs to simplify maintenance and upgrading of the existing programs, and for manipulating and handling data bases; computer operating system for running programs and handling databases.
MatriDigm Corporation	USA	MATRIDIGM	Serial no. 75-126,077; registration no. 2,139,656	6/27/96		Computer hardware and computer programs for reconfiguring existing software programs to simplify maintenance and upgrading of the existing programs, and for manipulating and handling data bases.
MatriDigm Corporation	CTM (European)	MATRIDIGM	438986	12/20/96	pending; expires 12/20/06	Computer hardware and computer programs for reconfiguring existing software programs to simplify maintenance and upgrading of the existing program and for manipulating and handling databases; computer operating system for running programs and handling databases. 42 computer software maintenance services, namely, reconfiguring existing software programs and data bases to simplify maintenance manipulation and upgrading of the existing programs and databases.
MatriDigm Corporation	Australia	MAP2000	737,417	6/20/97	pending	
MatriDigm Corporation	European Union	MAP2000			filing requested	

Owner of Record	Country of Registration	Trademark	Applications, Registration or Serial No.	Registration or Filing Date	Expiration Date	Goods
MatriDigm Corporation	Indonesia	MAP2000	97-15408	7/28/97	pending	
MatriDigm Corporation	Indonesia	MAP2000	97-15409	7/28/98	pending	
MatriDigm Corporation	Japan	MAP2000			filing requested	
MatriDigm Corporation	European Union	MARC2000			filing requested	
MatriDigm Corporation	Japan	MARC2000			filing requested	
MatriDigm Corporation	Australia	MATRIDIGM	724475	12/20/96; registration date 9/5/97	pending	
MatriDigm Corporation	Japan	MATRIDIGM		1/17/97	pending	
MatriDigm Corporation	Japan	MATRIDIGM			filing requested	
MatriDigm Corporation	European Union	MCAP			filing requested	
MatriDigm Corporation	Japan	MCAP			filing requested	
MatriDigm Corporation	European Union	MICOS			filing requested	
MatriDigm Corporation	Japan	MICOS			filing requested	
MatriDigm Corporation	South Africa	MICOS	97/17118	11/7/97	pending	
MatriDigm Corporation	South Africa	MICOS	97/17117	11/7/97	pending	
MatriDigm Corporation	Australia	PREP SYSTEM	737,414	6/20/97	registered	
MatriDigm Corporation	Indonesia	PREP SYSTEM	97-15406	7/28/97	pending	

Owner of Record	Country of Registration	Trademark	Applications, Registration or Serial No.	Registration or Filing Date	Expiration Date	Goods
MatriDigm Corporation	Indonesia	PREP SYSTEM	97-15407	7/28/97	pending	
MatriDigm Corporation	European Union	PREPTOOL			filing requested	
MatriDigm Corporation	Japan	PREPTOOL			filing requested	

TRADEMARK
REEL: 1740 FRAME: 0124

TRADEMARK LICENSES		
Name of Agreement	Trademarks	Date of Agreement
None		