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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

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Attached original documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):

CARE Systems Corporation

- 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 Amendment to Security Agreement
- Merger
- Change of Name

Execution Date: October 13, 1998

2. Name and address of receiving party(ies)

Name: NationsCredit Commercial Corporation

Internal Address: Suite 950

Street Address: 10880 Wilshire Boulevard

City: Los Angeles State: CA ZIP: 90024

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

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 patent number(s):

A. Trademark Application No.(s)

74-450722

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Ms. Patricia Marquez

Internal Address: _____

Brobeck, Phleger & Harrison LLP

Street Address: One Market

Spear St. Tower

City: San Francisco State: CA ZIP: 94105

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

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

Fee OK

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.

Patricia Marquez

Name of Person Signing

Patricia Marquez

Signature

11/19/98

Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK

REEL: 1820 FRAME: 0744

WATKINS 000000 7445 11/30/98 01 FC 001

AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT

This Amendment to Patent and Trademark Security Agreement (this "Amendment"), dated as of October 13, 1998, is executed by Greyrock Capital (formerly Greyrock Business Credit), a Division of NationsCredit Commercial Corporation ("GC"), having its principal offices at 10880 Wilshire Boulevard, Suite 950, Los Angeles, CA 90024, and CARE Systems Corporation, a Delaware corporation (the "Grantor"), having its principal offices at 12377 Merit Drive, Suite 100, Dallas TX 75251.

RECITALS

WHEREAS, Grantor and GC entered in a certain Loan and Security Agreement, dated as of May 22, 1996 (the "Loan Agreement"); and

WHEREAS, in connection with the Loan Agreement Grantor and GC entered into a certain Patent and Trademark Security Agreement dated as of November 10, 1997 (the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, Grantor granted to GC a security interest in certain "Collateral" including certain patents and trademarks; and

WHEREAS, GC and Grantor wish to amend the Security Agreement to include certain additional trademarks.

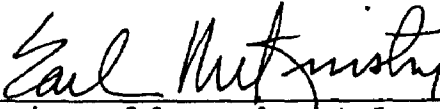
NOW, THEREFORE, GC and Grantor agree as follows:

1. Capitalized terms used but not defined in this Amendment shall have the meanings set forth in the Security Agreement.
2. The Security Agreement is amended by supplementing the list of trademarks and trademark registrations set forth in Exhibit A to the Security Agreement by adding the additional trademarks and trademark registrations set forth in Schedule A hereto.
3. GC may record this Amendment with the United States Patent and Trademark Office, at the expense of Grantor.
4. Except as herein expressly amended and supplemented, all of the terms and provisions of the Security Agreement shall continue in full force and effect and the same are hereby ratified and confirmed.

IN WITNESS WHEREOF, the parties have executed this Amendment on the date first written above.

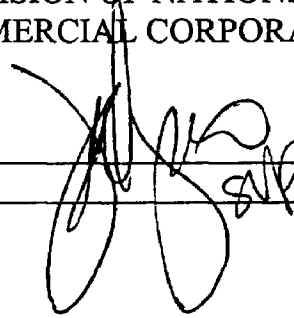
Grantor:

CARE Systems Corporation

By: 
Title: VICE PRESIDENT
11/16/98

GC:

GREYROCK CAPITAL,
A DIVISION OF NATIONSCREDIT
COMMERCIAL CORPORATION

By: 
Title:
LISA MAGNO

Schedule "A"

to Amendment to Patent and Trademark Security Agreement

CARE SYSTEMS CORPORATION

REGISTERED TRADEMARKS

Trademark

Registration Date

Registration No.

PENDING TRADEMARKS

Trademark

Filing Date

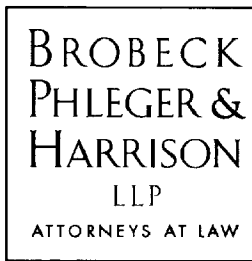
Serial No.

CC CARE Systems Corporation (Stylized Letters)

October 19, 1993

74-450722

TELEPHONE: (415) 442-0900
FACSIMILE: (415) 442-1010
WRITER'S DIRECT DIAL: (415) 979-2996
EMAIL: pmarquez@brobeck.com



SPEAR STREET TOWER
ONE MARKET
SAN FRANCISCO
CALIFORNIA 94105
www.brobeck.com

November 19, 1998

Via U.S. Mail - Certified

U.S. Patent and Trademark Office
Office of Public Records
Crystal Gateway 4
Room 335
Washington, DC 20231

Re: CARE Systems Corporation

Ladies and Gentlemen:

Enclosed for recordation is a Trademarks Cover Sheet, together with a copy of the Amendment to Patent and Trademark Security Agreement. Also enclosed is our firm check in the amount of \$40.00 to cover the recordation fee. Thank you.

Very truly yours,

Patricia Marquez
Legal Assistant

Enclosures