02-08-1999

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

...ents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Innovative Business Solutions, Inc.
114 Camp Street
San Antonio, TX 78204-1500

- [ ] Individual(s)
- [ ] General Partnership
- [X] Corporation - Colorado
- [ ] Other
- [ ] Association
- [ ] Limited Partnership

MEW 2-8-99

2. Name and Address of Party(ies) receiving an interest:

The Prudential Insurance Company of America
c/o The Prudential Capital Group
2200 Ross Avenue, Suite 4200E
Dallas, TX 75201

- [ ] Individual
- [ ] General Partnership
- [X] Corporation - New Jersey
- [ ] Other
- [ ] Citizenship
- [ ] Association
- [ ] Limited Partnership

3. Interest Conveyed:

- [ ] Assignment
- [X] Security Agreement
- [ ] Other
- [ ] Change of Name
- [ ] Merger

If not domiciled in the United States, a domestic representative designation is attached:

- [ ] Yes
- [ ] No

Effective Date: December 14, 1998

4. Application number(s) or registration number(s). Additional sheet attached? [ ] Yes [X] No

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,120,279

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

Name: Peter B. Dewar, Esq.
Baker & Botts, L.L.P.
Street Address: 2001 Ross Avenue
City: Dallas
State: Texas Zip: 74201

6. Number of applications and registrations involved: One (1)

7. Amount of fee enclosed or authorized to be charged: $40.00

8. Deposit account number **(Attach duplicate copy of this form 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.

Peter B. Dewar — Name of Person Signing
Signature
February 1, 1999 — Date

Total number of pages including cover sheet 3

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

02/05/1999 TTON11 00000197 1120279
01 FC:481 40.00 OP

Commissioner of Patent 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.

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

Pursuant to an Intellectual Property Security Agreement and Assignment (the "**Security Agreement**") dated as of December 14, 1998, Innovative Business Solutions, Inc., a Colorado corporation ("**Grantor**"), whose address is 114 Camp Street, San Antonio, Texas 78204-1500, Attention: President, as Assignor hereby grants and assigns to The Prudential Insurance Company of America, whose address is c/o Prudential Capital Group, 2200 Ross Avenue, Suite 4200E, Dallas, Texas 75201, Attention: Managing Director, as Collateral Agent (together with its successors and assigns, the "**Collateral Agent**"), as Assignee, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantor, together with the Goodwill associated therewith, including without limitation the below listed registrations and applications for registration:

Registrations

Registration Number	Issue Date	Mark
1,120,279		LEASEDATA

Applications

Application Number	Filing Date	Mark
None		

The Collateral Agent's security interest in the trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement.

INNOVATIVE BUSINESS SOLUTIONS, INC.

By: _____
R. Charles Ivey, Chief Executive Officer

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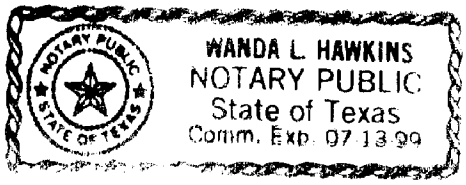
STATE OF TEXAS §
§
COUNTY OF HARRIS §

On this 26th day of January, 1999, before me, a Notary Public for the State and County aforesaid, came R. Charles Ivey, to me known and known to be the Chief Executive Officer of Innovative Business Solutions, Inc., and he acknowledged to me that he executed the foregoing Assignment pursuant to authority duly vested in him by the said Innovative Business Solutions, Inc.

Wanda L. Hawkins
Notary Public

My Commission expires: 7-13-99



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