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02-23-1999



HEET

To the Honor:
Please record t

100969656

Trademarks:
copy thereof.

1. Name of conveying party(ies):
Ultrak, Inc.

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

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

Name: Bank One, Texas, N.A.

Street Address: 1717 Main St., 3rd Floor

City: Dallas State: Texas Zip: 75201

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

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

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)

Execution Date: February 16, 1999

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s): n/a
 If this document is being filed together with a new application, the execution date of the application is: n/a

A. Trademark Application No.(s): See attached Exhibit A

B. Trademark Registration No.(s) See attached Exhibit A

Additional numbers attached? Yes No

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

Name: David H. Tannenbaum

Internal Address: Fulbright & Jaworski L.L.P.

Street Address: 2200 Ross Avenue, Suite 2800

City: Dallas

State: Texas Zip: 75201

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$ 265.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

02/22/1999 DCOATES 00000148 75241658
 01 FC:481 40.00 DP
 02 FC:482 225.00 DP

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.

David H. Tannenbaum
 Name of Person Signing

Signature

17 February 1999
 Date

Total number of pages including cover sheet, attachments, and document: **5**

EXHIBIT A

UNITED STATES APPLICATIONS

<u>SERIAL NUMBER</u>	<u>FILE DATE</u>	<u>MARK</u>
75/241,658	02/13/97	POINTGUARD
75/314,028	06/24/97	DIGITAL SCRATCH PAD

UNITED STATES REGISTRATIONS

<u>REG. NO.</u>	<u>REG. DATE</u>	<u>MARK</u>
1,872,339	01/10/95	SMART CHOICE
1,877,470	02/07/95	ULTRAK
1,991,642	08/06/96	THE WITNESS
2,008,964	10/15/96	BABYCAM
2,014,348	11/05/96	OBSERVISION
2,093,478	09/02/97	EASY WATCH
2,179,024	08/04/98	ULTRAK AND DESIGN
2,181,001	08/11/98	QUALITY PRODUCTS THAT MAKE A DIFFERENCE

GRANT OF SECURITY INTEREST - US AND FOREIGN TRADEMARKS

WHEREAS, ULTRAK, INC., a Delaware corporation, with principal offices at 1301 Waters Ridge Drive, Lewisville, Texas 75075 (the "Grantor"), and BANK ONE, TEXAS, N.A., with principal offices at 1717 Main Street, 3rd Floor, Dallas, Texas 75201 (the "Grantee"), have executed a certain Security Agreement whereby Grantor agreed to grant a security interest in the Intellectual Property as defined therein including, without limitation, the United States and foreign trademark applications and registrations (the "Marks") set forth on Schedule A attached hereto, together with the goodwill of the businesses symbolized by the Marks, and 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.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant, transfer and convey to Grantee, and Grantee does hereby accept from Grantor, a security interest in all of Grantor's right, title and interest in and to the Marks, together with the goodwill of the businesses symbolized by the Marks, and 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.

SCHEDULE A
TO GRANT OF SECURITY INTEREST - US AND FOREIGN TRADEMARKS

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2,181,001	08/11/98	QUALITY PRODUCTS THAT MAKE A DIFFERENCE

FOREIGN REGISTRATIONS

<u>COUNTRY</u>	<u>REG. NO.</u>	<u>MARK</u>
CANADA	TMA498,350	ULTRAK
EUROPEAN COMMUNITY	37267	ULTRAK
ITALY	608469	ULTRAK