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Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks. Box Assimments Washington D.A.

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TRADEMARK
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Name	Sean Collin			vary any.
Address (Irre 1)	Luce, Forward,	Hamilton & S	cripps, LLP	
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	Suite 2600			
	San Diego, CA	92101		
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	600 West Broad	way		
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RECORDATION FORM COVER SHEET

TO: The Commissioner of Patents and Trademarks	Please record the attached original document(s) or sopy(les).
Submission Type 8-/0-99	Conveyance Type
XX New	Assignment License
Resubmission (Non-Recordation) Document ID #	XX Security Agreement Nunc Pro Tunc Assignment
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Name of Person Signing Signature Data Signature

MORTGAGE, ASSIGNMENT AND GRANT OF SECURITY INTEREST WITH RESPECT TO PATENTS, TRADEMARKS, COPYRIGHTS, AND OTHER COLLATERAL

THIS AGREEMENT, is made as of the 7th day of June, 1999 by and between High Technology Solutions, Inc., a Delaware corporation, located at 9965 Chesapeake Drive, Suite 300, San Diego, California (Borrower), and M.A.C.R.O. Systems, Inc., a Washington corporation, located at 9965. Chesapeake Drive, Suite 300, San Diego, California (Borrower), to Imperial Bank, a California corporation, located at 701 B Street, Suite 600, San Diego, California (Bank).

WHEREAS, Borrower and Bank are parties to a certain Credit Agreement, dated January 4, 1999 (together with any and all amendments now or hereafter made thereto, hereinafter called the "Credit Agreement"), which provides for (1) Bank from time to time to extend credit to or for the account of Borrower and (2) the grant by Borrower to Bank of a security interest in certain of Borrower's assets, including, without limitation, its patents, trademarks, service marks, copyrights, trade secrets, other intellectual property and the proceeds derived directly or indirectly therefrom; and

WHEREAS, Bank has required, as a condition to advancing loans to Borrower under the Credit Agreement, that Borrower execute and deliver to Bank this Agreement;

NOW, THEREFORE, in consideration of the promises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Borrower and Bank agree as follows:

Security Interest. Borrower does hereby irrevocably mortgage, pledge, assign and grant a continuing security interest to Bank and to the Bank's successors and assigns, in all right, title and interest of the Borrower, now owned or hereafter acquired throughout the world, in and to all of the collateral described in Schodule "A" attached hereto and as described elsewhere in this Agreement, including, without limitation, (a) the "Patents", "Trademarks", "Service Marks", "Copyrights", "Trade Secrets", and other Intellectual Property (as such terms are defined in Schedule "A" and elsewhere in this Agreement), and (b) all accounts and accounts receivable generated by such Patents, Trademarks, Service Marks; Copyrights, Trade Secrets, and other Intellectual Property (all of the foregoing collateral is hereinafter severally and collectively defined as the "Collateral"), as security for the payment and performance (whether presently existing or hereafter arising) of any and all indebtedness and obligations of the Borrower to the Bank whether currently existing or hereafter arising (collectively, the "Obligations"). The Obligations include, without limitation, the \$5,000,000 Revolving Line of Credit and the \$3,600,000 Term Loan, both made pursuant to the terms of (i) that certain Credit Agreement dated January 4, 1999 by and between Borrower and Bank, (ii) that certain Amendment to Credit Agreement dated June 7, 1999 by and between Borrower and Bank, (iii) all other agreements and documents between the Borrower and Bank related to such line of Credit and Torm Loan now

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TRADEMARK REEL: 001969 FRAME: 0036

- 17. Further Duties of Borrower. Until the Obligations are satisfied in full and the Credit Agreement is terminated, Borrower shall not abandon any pending application regarding any of the Collateral or abandoned any registered Collateral, without the prior written consent of Bank, which consent shall not be unreasonably withheld.
- 18. Filing. The security interest in the Collateral granted hereunder shall remain in full force and effect until the Obligations are satisfied in full and the Credit Agreement is terminated. At such time Bank shall, if requested by Borrower, execute and deliver to Borrower, or to a third party upon Borrower's instructions, for filing with the appropriate government entity in the U. S. or elsewhere and in each office in which any financing statement pertaining to the security interest granted hereby may have been filed, (1) documentation in accordance with the rules and regulations of said office, (2) termination statements under the Uniform Commercial Code, and (3) any other documentation reasonably requested by Borrower, all as may be necessary to release Bank's interest in the Collateral, and all at the cost and expense of Borrower.
- 19. Choice of Law. This Agreement shall be construed and enforced pursuant to the laws of the State of California, without giving effect to that State's conflicts or choice of law rules. Borrower and Bank each irrevocably submit to the jurisdiction of the State or Federal Courts located in San Diego, California for any action or proceeding regarding this Agreement.
- 20. Entire Agreement. This Agreement constitutes the entire agreement between the parties regarding the subject matter hereof, and supersede all prior or contemporaneous understandings or agreements, whether oral or written regarding the subject matter hereof. This Agreement shall be modified or amended only by a writing signed by both Bank and Borrower.
- 21. Attorneys Fees. In the event a dispute arises regarding this Agreement, the prevailing party shall be entitled to its reasonable attorney's fees and expenses incurred in addition to any other relief to which it is entitled.

THE WITHERS WULDEROR the undersioned has executed this instrument as of the

day of, 1999.	
IMPERIAL BANK	HIGH TECHNOLOGY SOLUTIONS, INC.
By:	By Seat Jude Ill U
In: Vice Weiler	Its: CFO (ES
	MACRO. SYSTEMS, INC.
	By: Jean of July Will
	its: CFO (R)

161. i

Sertal No.	Mark/ No.	Title & Inventor (s) or Application(s)
75/071,982	2,064,784	"GETFOOD" (with design) Applicant: HTS, Inc.
75/610,409		ACCESSORIZER Applicant: Macro Systems, Inc.
75/610,411		ACCESSORIZON Applicant: Mucro Systems, Inc.
75/610,995		DYTERNET ACCESSORIZER Applicant Marco Systems, Inc.
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Pending number		VIRTUAL RECRUTTER Applicate: HTS
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TRADEMARK RECORDED: 12/10/1999 REEL: 001969 FRAME: 0038