

1440
12/20/99

02-01-2000



101253589

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- Memorandum of Security Agreement
- License
- Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

01/31/2000 DCOATES 00000112 75544425

FOR OFFICE USE ONLY

01 FD:481
02 FD:482

40.00 OP
225.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002014 FRAME: 0331

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number *or* the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/544,425"/>	<input type="text" value="75/405,305"/>	<input type="text" value="75/405,306"/>
<input type="text" value="75/405,307"/>	<input type="text" value="75/544,854"/>	<input type="text" value="75/544,478"/>
<input type="text" value="75/567,695"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,098,186"/>	<input type="text" value="2,219,427"/>	<input type="text" value="2,089,662"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Kevin A. Cahill

Name of Person Signing



Signature

12/20/99

Date Signed

MEMORANDUM OF SECURITY AGREEMENT IN TRADEMARKS

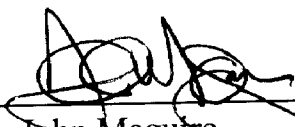
Acucorp, Inc., whose address is 8515 Miralani Drive, San Diego, California 92126 ("Debtor"), does hereby grant to California Bank & Trust, whose address is 5500 Grossmont Center Drive, P.O. Box 2848, La Mesa, California 91942-3082 ("Creditor"), a security interest in and collaterally assigns to Creditor or all of Debtor's now owned or hereafter acquired right, title and interest in and to (i) the trademark registrations and other trademarks which are identified on **Schedule "A"** attached hereto and incorporated herein (collectively the "Trademarks"), together with all extensions and renewals thereof, (ii) the trademark applications which are identified on **Schedule "A"**, together with any and all trademark registrations resulting therefrom, and (iii) all goodwill and assets of the business symbolized by or associated with such Trademarks, and actions for infringement or violation concerning the foregoing.

The terms and conditions of the security interest granted hereby are contained in that certain Intellectual Property Security Agreement (the "Agreement") dated as of September 13, 1999, between Debtor and Creditor as security for Debtor's performance of Debtor's obligations as set forth in the Agreement. Nothing contained in this Memorandum of Security Agreement in Trademarks shall be construed as limiting any interest which Creditor may have in any other collateral described in the Agreement or otherwise.

IN WITNESS WHEREOF the undersigned have executed this Memorandum on this 22nd day of November, 1999.


"LENDER"

California Bank & Trust

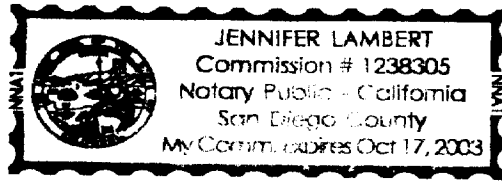
By: 
John Maguire
Its: Vice President

"BORROWER"

Acucorp, Inc.

By: 
Robert D. Gerhart
Its: Chief Financial Officer

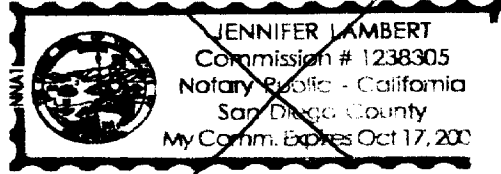
STATE OF CALIFORNIA }
COUNTY OF San Diego }ss



On November 22, 1999, before me, Jennifer Lambert, personally appeared Robert D. Germ personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Jennifer Lambert (This area for official notarial seal)



STATE OF CALIFORNIA }
COUNTY OF San Diego }ss

On December 6, 1999, before me, Colleen D. Link, Notary Public, personally appeared John Maguire personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies); and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Colleen D. Link (This area for official notarial seal)



SCHEDULE "A"**Registered Trademarks**

Owner/ Applicant	Country of Registration	Registration No.	Registration Date	Mark	Class/ Products
Acucorp, Inc.	United States	2,098,186	9/16/97	Acucedit	9/software and manuals
Acucorp, Inc.	United States	2,219,427	1/19/99	AcuODBC	9/software and manuals
Acucorp, Inc.	United States	2,089,662	8/19/97	AcuScreens	9/software and manuals

Trademark Applications

Owner/ Applicant	Country of Application	Application/ Serial No.	Filing Date	Mark	Class/ Products
Acucorp, Inc.	United States	75/544,425	8/25/98	Acuview	9/software and manuals
Acucorp, Inc.	United States	75/405305	12/15/97	AcuBench	9/software and manuals
Acucorp, Inc.	United States	75/405306	12/15/97	AcuConnect	9/software and manuals
Acucorp, Inc.	United States	75/405307	12/15/97	Acucorp	9/software and manuals
Acucorp, Inc.	United States	75/544854	8/25/98	Acucobol	9/software and manuals
Acucorp, Inc.	United States	75/544478	8/28/98	Acu4GL	9/software and manuals
Acucorp, Inc.	United States	75/567695	10/9/98	AcuSQL	9/software and manuals

LUCE, FORWARD, HAMILTON & SCRIPPS LLP

ATTORNEYS AT LAW • FOUNDED 1873

KEVIN A. CAHILL, PARTNER
DIRECT DIAL NUMBER (619) 699-2532
DIRECT FAX NUMBER (619) 744-3688
E-MAIL ADDRESS: kcahill@luce.com

EL306852971US

VIA EXPRESS MAIL

December 20, 1999

20801-00034

Box ASSIGNMENTS
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Re the following Trademarks:

Acuedit - Reg. No. 2,098,186	Acuview - App.Ser.No. 75/544,425
AcuODBC - Reg. No. 2,219,427	AcuBench - App.Ser. No. 75/405,305
AcuScreens - Reg. No. 2,089,662	AcuConnect - App.Ser. No. 75/405,306
	Acucorp - App.Ser.No. 75/405,307
	Acucobol - App.Ser.No. 75/544,854
	Acu4GL - App.Ser.No. 75/544,478
	AcuSQL - App.Ser.No. 75/567,695

Dear Sir or Madam:


Enclosed please find the following with regard to the above-referenced trademarks:

1. Memorandum of Security Agreement in Trademarks;
2. Recordation form cover sheet;
3. A check in the amount of \$265.00;

CERTIFICATE UNDER 37 C.F.R. § 1.10

I hereby certify that the foregoing **MEMORANDUM OF SECURITY AGREEMENT IN TRADEMARKS** is being deposited with the United States Postal Service, "Express Mail Post Office to Addressee" service, under 37 C.F.R. § 1.10 on the date indicated below and addressed to Box M Fee, Assistant Commissioner for Patents, Washington, D.C. 20231.

Dated: December 20, 1999


Kevin A. Cahill

Express Mail No.: EL306852971US

600 WEST BROADWAY, SUITE 2600 • SAN DIEGO, CALIFORNIA 92101 • TELEPHONE (619) 236-1414 • FACSIMILE (619) 232-8311
SAN DIEGO • LA JOLLA • NEW YORK • LOS ANGELES • SAN FRANCISCO • CHICAGO

TRADEMARK
REEL: 002014 FRAME: 0336

LUCE, FORWARD, HAMILTON & SCRIPPS LLP

ATTORNEYS AT LAW • FOUNDED 1873

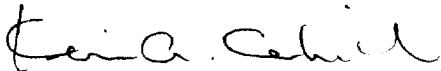
Commissioner of Patents and Trademarks

December 20, 1999

Page 2

Please charge any additional fees or credit any overcharges related to this filing to Deposit Account No. 50-0886. So that we may have a timely record of this filing, please date stamp the enclosed stamped, self-addressed postcard and deposit it in the U.S. mail. Please direct any questions regarding the enclosed to our attention.

Sincerely,



Kevin A. Cahill

of

LUCE, FORWARD, HAMILTON & SCRIPPS LLP

KAC/dg

Enc