

11/19/02 REC'D

12-12-2002



SHEET

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102308973

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**ITG PC HOLDINGS, LLC, a Delaware limited liability company**  
**MICRONPC, LLC, a Delaware limited liability company**  
**MICRON GOVERNMENT COMPUTER SYSTEMS, LLC, a Delaware limited liability company**  
**106 E. Karcher Road**  
**Lampa, ID 83687**

- Individuals(s)
  - General Partnership
  - Corporation-State Delaware
  - Other - a Delaware limited liability company
  - Association
  - Limited Partnership
- Additional name(s) of conveying party(ies) attached?  Yes  No

2. Nature of conveyance:

- Assignment
  - Security Agreement
  - Other - Amendment to Security Agreement
  - Merger
  - Change of Name
- Execution Date: **September 25, 2002**

2. Name and address of receiving party(ies)  
Name: **FOOTHILL CAPITAL CORPORATION**  
Internal Address:  
Street Address: **2450 Colorado Avenue, Suite 3000 West**  
City: **Santa Monica** State: **CA** ZIP: **90404**

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

3. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

**Micropro and Design (Reg. No. 1,238,058)**  
**Micropro and Design (Reg. No. 1,201,849)**  
**Micropro International Corporation and Design (Reg. No. 1,233,332)**

Additional numbers attached?  Yes  No

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

**Mrs. Kim Walker**  
Name: **Buchalter, Nemer, Fields & Younger**

Internal Address: \_\_\_\_\_

Street Address: **601 South Figueroa Street, 24th Floor**

City: **Los Angeles** State: **California** ZIP: **90017**

11/2002 DBYRNE 00000122 1234058

FC:8521 40.00 CH  
FC:8522 50.00 CH

DO NOT USE THIS SPACE

5. 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.

**MRS. KIM WALKER**  
Name of Person Signing

*Kim Walker*  
Signature

**Nov. 18, 2002**  
Date

*TIM RALSTON*

*Tim Ralston*

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

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41) ..... \$ **90.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: **20-0052**

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

**FIRST AMENDMENT TO INTELLECTUAL PROPERTY  
SECURITY AGREEMENT**

This FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Amendment") amends and shall be considered a part of that certain Intellectual Property Security Agreement (the "Agreement"), dated as of May 31, 2001, entered into among GTG PC HOLDINGS, LLC, a Delaware limited liability company ("GTG"), each other entity a party thereto (collectively, the "Debtors") and FOOTHILL CAPITAL CORPORATION, a California corporation ("Foothill"), which was filed and recorded with the United States Patent and Trademark Office on June 20, 2001, and was designated Reel 002327 / Frame 0218 as a reference number. The Debtors and Foothill agree as follows:

1. Schedule A is hereby amended by adding the trademarks described on Schedule A-1 attached hereto to the list of trademarks set forth in that schedule.

2. Except as expressly amended or modified pursuant to this Amendment, the Agreement shall remain otherwise unchanged and in full force and effect.

IN WITNESS WHEREOF, the Debtors and Foothill have executed this Amendment on the 25 day of September 2002.

GTG PC HOLDINGS, LLC,  
a Delaware limited liability company

By: 

Name: Eric R. Hattler

Title: Vice President + Secretary

MICRONPC, LLC,  
a Delaware limited liability company

By: 

Name: Brian T. Hansen

Title: Vice President + General Counsel

(Signatures continued on next page)

MICRON GOVERNMENT COMPUTER  
SYSTEMS, LLC,  
a Delaware limited liability company

By: Brian T Hansen  
Name: Brian T Hansen  
Title: Vice President and General Counsel

FOOTHILL CAPITAL CORPORATION,  
a California corporation

By: [Signature]  
Name: CHARLES KIM  
Title: VP

**SCHEDULE A-1**  
**To**  
**First Amendment to Intellectual Property Security Agreement**

<b><u>Trademark Description</u></b>	<b><u>Registration Number</u></b>	<b><u>Registration Date</u></b>
Micropro and Design	1,238,058	5-17-83
Micropro and Design	1,201,849	7-20-82
Micropro International Corporation and Design	1,233,332	4-5-83

**FIRST AMENDMENT TO INTELLECTUAL PROPERTY  
SECURITY AGREEMENT**

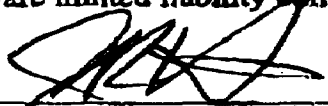
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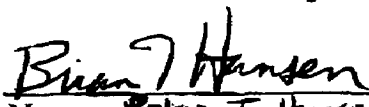
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