

FORM PTO-1594

1-31-92

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF
COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Centerstone Insurance and Financial Services

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

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

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

Name: Comerica Bank

Internal Address:

Street Address: 9920 S. La Cienega Blvd., 14th Floor
City: Inglewood State: CA ZIP: 90301

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State - CA
- 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. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: Correction of Assignment recorded on May 11, 2004, on Reel 002847, Frame 0022, recording Security Interest agreement (correction to Assignor's name)

Execution Date: April 14, 2004

4. Application number(s) or registration number(s): 8

A. Trademark Application No.(s)
76/037000; 76/521596; 76/521017

B. Trademark Registration No.(s) 1825474; 2436636;
2410673; 2562920; 2629789

Additional numbers attached? Yes No

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

Name: Trina Marie Brainard

Internal Address: Thompson & Knight L.L.P.

Street Address: 1700 Pacific Avenue, Suite 3300

City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41) \$0.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 20-0821

(Attach duplicate copy of this page 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.*

Trina Marie Brainard

Trina Marie Brainard

May 12, 2004

Name of Person Signing

Signature

Date

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

Correction of Assignment recorded on Reel 002847/Frame 0022

The attached assignment was recorded with the PTO on May 11, 2004 on Reel 002847, Frame 0022. The assignment cover page incorrectly identified the name of the Assignor as "Cornerstone Insurance and Financial Services". Please note that the correct name of the Assignor is "Centerstone Insurance and Financial Services". Please correct this error and issue a new Notice of Recordation of Assignment Document.

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

05/11/2004

900007958

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cornerstone Insurance and Financial Services		04/14/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Comerica Bank
Street Address:	9920 S. La Cienega Boulevard, 14th Floor
City:	Inglewood
State/Country:	CALIFORNIA
Postal Code:	90301
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	76037000	BENEFITUNIVERSITY
Serial Number:	76521596	BENEFITMALL
Serial Number:	76521017	B BENEFITMALL
Registration Number:	1825474	CENTERSTONE
Registration Number:	2436636	B BENEFITMALL.COM
Registration Number:	2410673	BE A POWER BROKER
Registration Number:	2562920	B
Registration Number:	2629789	BENEFITMALL.COM

CORRESPONDENCE DATA

Fax Number: (214)999-9164
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2149691864
 Email: trina.brainard@tklaw.com
 Correspondent Name: Debra J. Villarreal
 Address Line 1: 1700 Pacific Avenue, Suite 3300

TRADEMARK
 REEL: 002853 FRAME: 0784

CH \$215.00 76037000

Address Line 4: Dallas, TEXAS 75201	
ATTORNEY DOCKET NUMBER:	017104.000177
NAME OF SUBMITTER:	Debra J. Villarreal
Total Attachments: 5 source=centerstone#page1.tif source=centerstone#page2.tif source=centerstone#page3.tif source=centerstone#page4.tif source=centerstone#page5.tif	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of April 14, 2004, by and between COMERICA BANK ("Bank") and Centerstone Insurance and Financial Services, a California corporation ("Grantor").

RECITALS

A. Bank has agreed to make certain loans and other extensions of credit to Grantor in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor dated of even date herewith (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement).

B. Bank is willing to make the loans and other extensions of credit to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks and Patents to secure the payment of the Obligations.

C. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantor hereby agrees as follows:

AGREEMENT

To secure the payment of the Obligations, Grantor hereby grants to Bank a security interest in all of Grantor's right, title and interest in, to and under the Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto and all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all Intellectual Property Collateral with respect to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office on or prior to the date hereof, as applicable.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

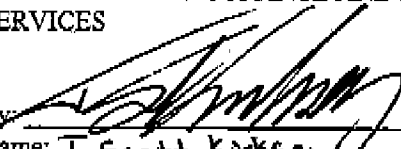
GRANTOR:

Address of Grantor:

4851 LBJ Freeway, Suite 1100
Dallas, Texas 75244

Attn: T. Scott Kirksey, Chief Financial Officer

CENTERSTONE INSURANCE AND FINANCIAL SERVICES

By: 

Name: T. Scott Kirksey
Title: Chief Financial Officer, Vice President and Secretary

BANK:

Address of Bank:

Comerica Bank
Commercial Loan Services Department
9920 S. La Cienega Blvd., 14th Floor
Inglewood, CA 90301

Attn: Loan Documentation

COMERICA BANK

By: 

Name: MICHAEL PARK
Title: FIRST VICE PRESIDENT

EXHIBIT A

Copyrights

<u>Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
NONE		

EXHIBIT B

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

NONE

EXHIBIT C

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
CENTERSTONE and Design	1,825,474	3/8/1994
B BENEFITMALL.COM (Stylized)	2,436,636	3/20/2001
BE A POWER BROKER	2,410,673	12/5/2000
B and Design	2,562,920	4/23/2002
BENEFITMALL.COM	2,629,789	10/8/2002
BENEFITUNIVERSITY	76-037000	4/28/2000
BENEFITMALL	76-521596	6/9/2003
B BENEFITMALL and Design	76-521017	6/9/2003