

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Spectrum Management L.L.C.		06/30/2006	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	EQUUS II Incorporated
<b>Street Address:</b>	2929 Allen parkway
<b>Internal Address:</b>	Suite 2500
<b>City:</b>	Houston
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	77015
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	HBW Capital Fund, L.P.
<b>Street Address:</b>	13355 Noel Road
<b>Internal Address:</b>	Suite 1650
<b>City:</b>	Dallas
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75240
<b>Entity Type:</b>	LIMITED PARTNERSHIP: TEXAS

<b>Name:</b>	HBW Investment Partners II, L.P.
<b>Street Address:</b>	13355 Noel Road
<b>Internal Address:</b>	Suite 1650
<b>City:</b>	Dallas
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75240
<b>Entity Type:</b>	LIMITED PARTNERSHIP: TEXAS

<b>Name:</b>	Jerry W. Culpepper
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Street Address:	3625 Classic Drive
City:	Garland
State/Country:	TEXAS
Postal Code:	75042
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Michael H. Stearns
Street Address:	982 Mapleleaf Lane
City:	Coppell
State/Country:	TEXAS
Postal Code:	75019
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Jon J. Gergen
Street Address:	4505 Hitching Post Lane
City:	Plano
State/Country:	TEXAS
Postal Code:	75024
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Barbara J. Kent
Street Address:	2545 Tarpley Road
City:	Carrollton
State/Country:	TEXAS
Postal Code:	75006
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	James P. Van Cleave
Street Address:	4777 Memorial Drive
Internal Address:	#1373
City:	The Colony
State/Country:	TEXAS
Postal Code:	75056
Entity Type:	INDIVIDUAL: UNITED STATES

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2945948	SPECTRUM VIDEO SYSTEMS
Registration Number:	3044401	SPECTRUM SITE MANAGER

Registration Number:	3052477	ETS ELECTRONIC TRACKING SYSTEMS A SPECTRUM MANAGEMENT COMPANY
Registration Number:	3012701	ETS ELECTRONIC TRACKING SYSTEMS A SPECTRUM MANAGEMENT COMPANY
Registration Number:	3010278	ETS ELECTRONIC TRACKING SYSTEMS A SPECTRUM MANAGEMENT COMPANY
Registration Number:	2792260	S3 SPECTRUM SECURITY SERVICES INTERNATIONAL A SPECTRUM MANAGEMENT COMPANY
Registration Number:	2865444	S3 SPECTRUM SECURITY SERVICES INTERNATIONAL A SPECTRUM MANAGEMENT COMPANY
Registration Number:	2765195	S 3 SPECTRUM SECURITY SERVICES INTERNATIONAL A SPECTRUM MANAGEMENT COMPANY
Registration Number:	2765194	SM SPECTRUM MANAGEMENT
Registration Number:	2765193	SM SPECTRUM MANAGEMENT
Registration Number:	2759882	SM SPECTRUM MANAGEMENT
Registration Number:	2800661	SPECTRUM MANAGEMENT
Serial Number:	78313296	SPECTRUM VIDEO TRAC
Serial Number:	76605722	ETS ELECTRONIC TRACKING SYSTEMS A SPECTRUM MANAGEMENT COMPANY

**CORRESPONDENCE DATA**

Fax Number: (214)659-4855  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 214-659-4578  
Email: nealk@akllp.com  
Correspondent Name: Michele P. Schwartz  
Address Line 1: 1717 Main Street  
Address Line 2: Suite 3700  
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	148904
NAME OF SUBMITTER:	Michele P. Schwartz
Signature:	/Michele P. Schwartz/
Date:	07/18/2006

**Total Attachments: 4**  
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**ASSIGNMENT OF SECURITY INTEREST**

**TRADEMARKS**

WHEREAS, SPECTRUM MANAGEMENT L.L.C., a Delaware limited liability company (the "Assignor"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule I, and the associated registrations issued by and applications filed in the United States Patent and Trademark Office (such trademarks, service marks, registrations and applications, collectively, the "Trademarks");

WHEREAS, the Assignor has entered into an Amended and Restated Security Agreement, dated as of February 28, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of Equus II Incorporated, HBW Capital Fund, L.P., HBW Investment Partners II, L.P., Jerry W. Culpepper, Michael H. Stearns, Jon J. Gergen, Barbara J. Kent and James P. Van Cleave (collectively, together with any successors and assigns, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, all income and proceeds thereof and related rights and interests associated therewith, including, without limitation, any and all causes of action which may exist by reason of infringement thereof, whether past, present or future, and any and all damages arising from past, present and future violations thereof (such rights, titles, interests, goodwill, income, proceeds and other things, the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral, and the subordination thereof, are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of June 30, 2006.

*[Signature page follows]*

**SPECTRUM MANAGEMENT L.L.C.**

By: Jon J. Gergen  
Name: Jon J. Gergen  
Title: President

STATE OF TEXAS

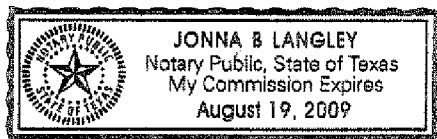
COUNTY OF DALLAS

ss.:

On this 30th day of June, 2006, before me personally came Jon J. Gergen, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the President of Spectrum Management L.L.C. and that he executed the foregoing instrument in the firm name of Spectrum Management L.L.C., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Jonna B. Langley  
Notary Public's Signature

(Personalized Seal)



**SCHEDULE 1 TO ASSIGNMENT OF SECURITY INTEREST**

**TRADEMARKS**

**Registrations:**

<u>Application Serial No.</u>	<u>Registration No.</u>	<u>Mark</u>
78313285	2945948	SPECTRUM VIDEO SYSTEMS
78313246	3044401	SPECTRUM SITE MANAGER
76605723	3052477	ETS ELECTRONIC TRACKING SYSTEMS A SPECTRUM MANAGEMENT COMPANY
76601573	3012701	ETS ELECTRONIC TRACKING SYSTEMS A SPECTRUM MANAGEMENT COMPANY
76601572	3010278	ETS ELECTRONIC TRACKING SYSTEMS A SPECTRUM MANAGEMENT COMPANY
76329872	2792260	S3 SPECTRUM SECURITY SERVICES INTERNATIONAL A SPECTRUM MANAGEMENT COMPANY
76329871	2865444	S3 SPECTRUM SECURITY SERVICES INTERNATIONAL A SPECTRUM MANAGEMENT COMPANY
76329870	2765195	S 3 SPECTRUM SECURITY SERVICES INTERNATIONAL A SPECTRUM MANAGEMENT COMPANY
76329869	2765194	SM SPECTRUM MANAGEMENT
76329868	2765193	SM SPECTRUM MANAGEMENT
76329867	2759882	SM SPECTRUM MANAGEMENT
76020907	2800661	SPECTRUM MANAGEMENT

**SCHEDULE 1 TO ASSIGNMENT OF SECURITY INTEREST**

**TRADEMARKS**

**(CONTINUED)**

**Applications:**

<u>Application Serial No.</u>	<u>Mark</u>
78313296	SPECTRUM VIDEO TRAC
76605722	ETS ELECTRONIC TRACKING SYSTEMS A SPECTRUM MANAGEMENT COMPANY