

11-17-1998



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11-13-98

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 License
- Security Agreement 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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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

11/16/1998 JSHBAZZ 00000023 75248249

FOR OFFICE USE ONLY

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40.00 00

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 Federal Research Corp

Address (line 1) Suite 101

Address (line 2) 400 Seventh St NW

Address (line 3) Washington DC 20004

Address (line 4)

Pages

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

8

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)

75/248249

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 4000

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.

Sara A. McIntire

Sara A. McIntire

9 November 1998

Name of Person Signing

Signature

Date Signed

**AMENDMENT NO. 2 TO
PATENT, TRADEMARK AND LICENSE MORTGAGE**

THIS AMENDMENT NO. 2 ("Amendment") to that certain Patent, Trademark and License Mortgage dated as of December 10, 1996 (the "Mortgage") made by High End Systems, Inc., a Texas corporation (the "Mortgagor") in favor of LaSalle Business Credit, Inc., a Delaware Corporation (the "Mortgagee") is made as of November 4, 1998.

WHEREAS, the Mortgagor and the Mortgagee are parties to that certain Amended and Restated Loan and Security Agreement dated as of March 11, 1998, as it may be amended from time to time, pursuant to which the Mortgagee has agreed to extend loans and certain other financial accommodations to the Mortgagor and the Mortgagor has granted to the Mortgagee a security interest in substantially all of the Mortgagor's assets, including, without limitation, its patents, patent applications, trademarks, trademark applications, tradenames, service marks, service mark applications, goodwill and licenses (collectively, "Intellectual Property");

WHEREAS, on or about March 11, 1998, the parties entered into an Amendment No. 1 to Patent, Trademark and License Mortgage ("Mortgage Amendment No. 1");

WHEREAS, since the date of the Mortgagor's execution of Mortgage Amendment No. 1, the Mortgagor has acquired interests in certain specific Intellectual Property (the "New Intellectual Property"); and

WHEREAS, in accordance with Section 5 of the Mortgage, the Mortgagor has agreed to amend the Mortgage to confirm the inclusion of such New Intellectual Property;

NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Mortgage as follows:

1. Exhibits. Exhibit A as referred to in the Mortgage shall be deemed to refer to Exhibit A, as amended by Amendment No. 1 to Exhibit A which was attached to Mortgage Amendment No. 1, as well as by Amendment No. 2 to Exhibit A which is attached hereto. Exhibit B as referred to in the Mortgage shall be deemed to refer to Exhibit B, as amended by Amendment No. 1 to Exhibit B which was attached to Mortgage Amendment No. 1, as well as by Amendment No. 2 to Exhibit B which is attached hereto.

2. Effect of Amendment. Except as expressly amended by this Amendment, the terms of the Mortgage and the Mortgage Amendment No. 1 shall remain in full force and effect as executed.


IN WITNESS WHEREOF, the Mortgagor and the Mortgagee have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

HIGH END SYSTEMS, INC.

By 
Its CFO

Agreed and Accepted this 4th day of
November , 1998

LASALLE BUSINESS CREDIT, INC.

By 
Its President

ACKNOWLEDGMENT

STATE OF Texas)
)SS.
COUNTY OF TRAVIS)

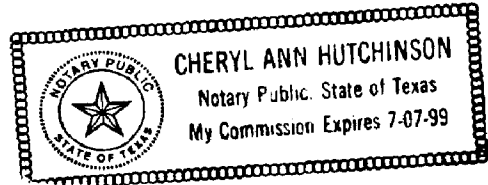
The foregoing Amendment No. 2 to Patent, Trademark and License Mortgage was executed and acknowledged before me this 4th day of November, 1998, by Stephen W. Reesing, personally known to me to be the CFO of High End Systems, Inc., a Texas corporation, on behalf of such corporation.

Cheryl Ann Hutchinson
Notary Public

TRAVIS County, Texas

My Commission Expires:

July 7, 1999



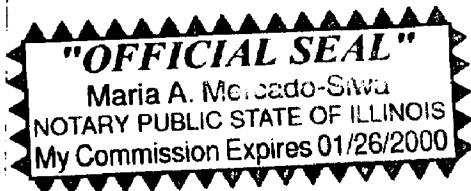
ACKNOWLEDGMENT

STATE OF ILLINOIS)
)SS.
COUNTY OF COOK)

I, MARIA A. MERCADO-SIWA, a Notary Public in and for and residing in said County and State, DO HEREBY CERTIFY THAT Catherine Saucy, the VICE PRESIDENT of LaSalle Business Credit, Inc., a Delaware corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that she signed and delivered said instrument as her own free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 16th day of NOVEMBER 1998.

Maria A. Mercado-Siwa
Notary Public



COOK County, ILLINOIS

My Commission Expires:

1/26/2000

AMENDMENT NO. 2 TO EXHIBIT A

U.S. Patent Application No.

08/956,952

08/956,953

08/828,819

09/035,572

AMENDMENT NO. 2 TO EXHIBIT B

Trademark

Serial No.

High End Systems and Design

75/248,249