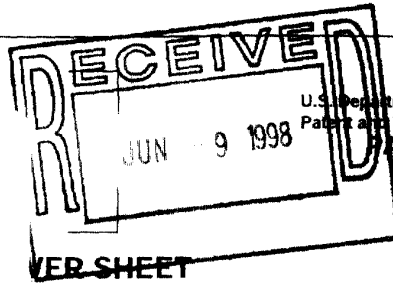


FORM PTO-1619A  
Expires 06/30/99  
OMB 0651-0027

07-13-1998



100761986



MRD 7-9-98

PATENTS 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 ☒ Security Agreement
- ☐ License ☐ Change of Name
- ☐ Merger ☐ Other
- U.S. Government**  
(For Use ONLY by U.S. Government Agencies)
- ☐ Departmental File ☐ Secret File

### Conveying Party(ies)

☐ Mark if additional names of conveying parties attached

Name (line 1)

Execution Date  
Month Day Year

Name (line 2)

### Second Party

Name (line 1)

Execution Date  
Month Day Year

Name (line 2)

### Receiving Party

☒ Mark if additional names of receiving parties attached

Name (line 1)

Name (line 2)

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐ 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 is attached. (Designation must be a separate document from Assignment.)

### 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)

07/10/1998 DNGUYEN 00000290 5265612

FOR OFFICE USE ONLY

01 FC:581

120.00 (IP)

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  
REEL: 9289 FRAME: 0718

**Correspondent Name and Address**

Area Code and Telephone Number (205) 250-8307

Name David A. Larsen

Address (line 1) Berkowitz, Lefkovits, Isom & Kushner

Address (line 2) 420 North 20th Street, Suite 1600

Address (line 3) Birmingham, Alabama 35203

Address (line 4)

**Pages**

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

# 4

**Application Number(s) or Patent Number(s)**

☐ Mark if additional numbers attached

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

**Patent Application Number(s)**

**Patent Number(s)**


5265612

5524636

08607645

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

**Patent Cooperation Treaty (PCT)**

Enter PCT application number  
only if a U.S. Application Number  
has not been assigned.

PCT

PCT

PCT

PCT

PCT

PCT

**Number of Properties**

Enter the total number of properties involved.

# 3

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$ 120.00

Method of Payment:  
Deposit Account

Enclosed ☒

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.

David A. Larsen

Name of Person Signing

David A. Larsen

Signature

June 9, 1998

Date

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Patent and Trademark Office  
PATENT

Conveying Party(ies)

☐ Mark if additional names of conveying parties attached

Enter additional Conveying Parties

Execution Date  
Month Day Year

Name (line 1)

Name (line 2)

Execution Date  
Month Day Year

Name (line 1)

Name (line 2)

Execution Date  
Month Day Year

Name (line 1)

Name (line 2)

Receiving Party(ies)

☒ Mark if additional names of receiving parties attached

Enter additional Receiving Party(ies)

Name (line 1)

☐ 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 is attached. (Designation must be a separate document from Assignment.)

Name (line 2)

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Name (line 1)

☐ 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 is attached. (Designation must be a separate document from Assignment.)

Name (line 2)

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

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

Patent Application Number(s)

Patent Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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RECORDATION FORM COVER SHEET  
CONTINUATION  
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U.S. Department of Commerce  
Patent and Trademark Office  
PATENT

Conveying Party(ies)

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Enter additional Conveying Parties

Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
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Name (line 2)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>

Receiving Party(ies)

☒ Mark if additional names of receiving parties attached

Enter additional Receiving Party(ies)

Name (line 1)	<input type="text" value="Miller Investments, Ltd."/>		<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)
Name (line 2)	<input type="text" value="An Alabama limited partnership"/>		
Address (line 1)	<input type="text" value="P. O. Box 957"/>		
Address (line 2)	<input type="text"/>		
Address (line 3)	<input type="text" value="Brewton"/> City	<input type="text" value="Alabama"/> State/Country	<input type="text" value="36427"/> Zip Code
Name (line 1)	<input type="text" value="Tselesin, Naum"/>		<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)
Name (line 2)	<input type="text"/>		
Address (line 1)	<input type="text" value="2900 Lookout Place"/>		
Address (line 2)	<input type="text"/>		
Address (line 3)	<input type="text" value="Atlanta"/> City	<input type="text" value="Georgia"/> State/Country	<input type="text" value="30305"/> Zip Code

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

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

Patent Application Number(s)			Patent Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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RECORDATION FORM COVER SHEET  
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Conveying Party(ies)

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Enter additional Conveying Parties

Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		
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Name (line 2)	<input type="text"/>		
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		

Receiving Party(ies)

☒ Mark if additional names of receiving parties attached

Enter additional Receiving Party(ies)

Name (line 1)	<input type="text" value="Lilinshtein, Ed"/>	<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)	
Name (line 2)	<input type="text"/>		
Address (line 1)	<input type="text" value="35 Cunningham Drive"/>		
Address (line 2)	<input type="text"/>		
Address (line 3)	<input type="text" value="West Orange"/>	<input type="text" value="New Jersey"/>	<input type="text" value="07052"/>
	City	State/Country	Zip Code
Name (line 1)	<input type="text" value="Davis, James D."/>	<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)	
Name (line 2)	<input type="text"/>		
Address (line 1)	<input type="text" value="2001 Park Place Tower, Suite 320"/>		
Address (line 2)	<input type="text"/>		
Address (line 3)	<input type="text" value="Birmingham"/>	<input type="text" value="Alabama"/>	<input type="text" value="35203"/>
	City	State/Country	Zip Code

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

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

Patent Application Number(s)			Patent Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Patent and Trademark Office  
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Conveying Party(ies)

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Enter additional Conveying Parties

Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
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Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>

Receiving Party(ies)

☒ Mark if additional names of receiving parties attached

Enter additional Receiving Party(ies)

Name (line 1)	<input type="text" value="Jemison Investment Co., Inc."/>			<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)
Name (line 2)	<input type="text" value="A Delaware corporation"/>			
Address (line 1)	<input type="text" value="2001 Park Place Tower, Suite 320"/>			
Address (line 2)	<input type="text"/>			
Address (line 3)	<input type="text" value="Birmingham"/> <small>City</small>	<input type="text" value="Alabama"/> <small>State/Country</small>	<input type="text" value="35203"/> <small>Zip Code</small>	
Name (line 1)	<input type="text" value="Cordova Technology Partners, L.P."/>			<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)
Name (line 2)	<input type="text" value="A Georgia limited partnership"/>			
Address (line 1)	<input type="text" value="100 Cumberland Circle, Suite 970"/>			
Address (line 2)	<input type="text"/>			
Address (line 3)	<input type="text" value="Atlanta"/> <small>City</small>	<input type="text" value="Georgia"/> <small>State/Country</small>	<input type="text" value="30339"/> <small>Zip Code</small>	

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

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

Patent Application Number(s)			Patent Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Patent and Trademark Office  
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Conveying Party(ies)

☐ Mark if additional names of conveying parties attached

Enter additional Conveying Parties

Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		

Receiving Party(ies)

☒ Mark if additional names of receiving parties attached

Enter additional Receiving Party(ies)

Name (line 1)	<input type="text" value="Jasper Fund"/>			<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)
Name (line 2)	<input type="text" value="An Alabama general partnership"/>			
Address (line 1)	<input type="text" value="1015 Financial Center"/>			
Address (line 2)	<input type="text"/>			
Address (line 3)	<input type="text" value="Birmingham"/> <small>City</small>	<input type="text" value="Alabama"/> <small>State/Country</small>	<input type="text" value="35203"/> <small>Zip Code</small>	
Name (line 1)	<input type="text" value="Southwood Partners, L.L.C."/>			<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)
Name (line 2)	<input type="text" value="An Alabama limited liability company"/>			
Address (line 1)	<input type="text" value="1015 Financial Center"/>			
Address (line 2)	<input type="text"/>			
Address (line 3)	<input type="text" value="Birmingham"/> <small>City</small>	<input type="text" value="Alabama"/> <small>State/Country</small>	<input type="text" value="35203"/> <small>Zip Code</small>	

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

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

Patent Application Number(s)			Patent Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Patent and Trademark Office  
PATENT

Conveying Party(ies)

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Enter additional Conveying Parties

Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		

Receiving Party(ies)

☒ Mark if additional names of receiving parties attached

Enter additional Receiving Party(ies)

Name (line 1)	<input type="text" value="Hess Investment Fund, Ltd."/>		<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)
Name (line 2)	<input type="text" value="An Alabama limited partnership"/>		
Address (line 1)	<input type="text" value="1015 Financial Center"/>		
Address (line 2)	<input type="text"/>		
Address (line 3)	<input type="text" value="Birmingham"/> <small>City</small>	<input type="text" value="Alabama"/> <small>State/Country</small>	<input type="text" value="35203"/> <small>Zip Code</small>
Name (line 1)	<input type="text" value="Day, H. Corbin"/>		<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)
Name (line 2)	<input type="text"/>		
Address (line 1)	<input type="text" value="2001 Park Place Tower, Suite 320"/>		
Address (line 2)	<input type="text"/>		
Address (line 3)	<input type="text" value="Birmingham"/> <small>City</small>	<input type="text" value="Alabama"/> <small>State/Country</small>	<input type="text" value="35203"/> <small>Zip Code</small>

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

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

Patent Application Number(s)

Patent Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Conveying Party(ies)

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Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		

Receiving Party(ies)

☒ Mark if additional names of receiving parties attached

Enter additional Receiving Party(ies)

Name (line 1)	<input type="text" value="Stanwood, Michael"/>	<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)		
Name (line 2)	<input type="text"/>			
Address (line 1)	<input type="text" value="2001 Park Place Tower, Suite 320"/>			
Address (line 2)	<input type="text"/>			
Address (line 3)	<input type="text" value="Birmingham"/>	<input type="text" value="Alabama"/>	<input type="text" value="35203"/>	<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)
	City	State/Country	Zip Code	
Name (line 1)	<input type="text" value="Brown, J. D., Jr."/>			
Name (line 2)	<input type="text" value="2001 Park Place Tower, Suite 320"/>			
Address (line 1)	<input type="text"/>			
Address (line 2)	<input type="text"/>			
Address (line 3)	<input type="text" value="Birmingham"/>	<input type="text" value="Alabama"/>	<input type="text" value="35203"/>	
	City	State/Country	Zip Code	

Application Number(s) or Patent Number(s)

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Patent Application Number(s)

Patent Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
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Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>		

Receiving Party(ies)

☒ Mark if additional names of receiving parties attached

Enter additional Receiving Party(ies)

Name (line 1)	<input type="text" value="Brown, J. David, III"/>			<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)
Name (line 2)	<input type="text"/>			
Address (line 1)	<input type="text" value="2001 Park Place Tower, Suite 320"/>			
Address (line 2)	<input type="text"/>			
Address (line 3)	<input type="text" value="Birmingham"/>	<input type="text" value="Alabama"/>	<input type="text" value="35203"/>	
	City	State/Country	Zip Code	
Name (line 1)	<input type="text"/>			<input type="checkbox"/> 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 is attached. (Designation must be a separate document from Assignment.)
Name (line 2)	<input type="text"/>			
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Address (line 3)	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	City	State/Country	Zip Code	

Application Number(s) or Patent Number(s)

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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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## COLLATERAL ASSIGNMENT OF PATENTS

COLLATERAL ASSIGNMENT made as of May 6, 1998, by ARMED, L.L.C., a Delaware limited liability company ("Armed") to GRACO RESOURCES, INC., an Alabama corporation, HAROLD BRADFORD DUNN, AMESCO, INC., MILLER INVESTMENTS, LTD., an Alabama limited partnership, NAUM TSELESIN, ED LILINSHTEIN, JAMES D. DAVIS, JEMISON INVESTMENT CO., INC., a Delaware corporation, CORDOVA TECHNOLOGY PARTNERS, L.P., a Georgia limited partnership, JASPER FUND, an Alabama general partnership, SOUTHWOOD PARTNERS, L.L.C., an Alabama limited liability company, HESS INVESTMENT FUND, LTD., an Alabama limited partnership, H. CORBIN DAY, MICHAEL STANWOOD, J.D. BROWN, JR. and J. DAVID BROWN, III (such individuals and entities, who or which presently constitute all of the Class B Members and Class C Investors of Armed, and all individuals and entities that may in the future become Class B Members, Class C Investors or Class C Members of Armed are collectively herein referred to as the "Secured Parties").

### R E C I T A L S:

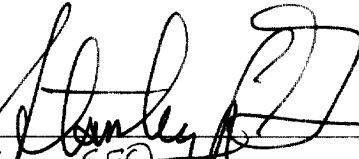
- A. The Secured Parties are the Class B Members and Class C Investors of Armed.
- B. Armed owns or is the holder of (i) United States Patent Number 5,265,612 issued November 30, 1993 entitled "intracavity ultrasonic device for elasticity imaging, (ii) United States Patent Number 5,524,636 issued June 11, 1996 entitled "a method and apparatus for elasticity imaging," and (iii) United States Patent Application Number 08/607,645 filed February 27, 1996 entitled "method and device for mechanical imaging of prostate" (collectively, the Patents").
- C. Armed desires to grant a security interest in the Patents to Secured Parties as security for the payment and performance of the indebtedness described in Paragraph 2 of that certain Amended and Restated Security Agreement of even date among the parties, a copy of said Paragraph 2 being attached hereto as Exhibit "A" and incorporated by reference herein (collectively, the "Obligations").
- D. Secured Parties, whose address is c/o Graco Resources, Inc., 2870 Old Rocky Ridge Road, Birmingham, Alabama 35243, desire to obtain a security interest in the Patents as security for the payment and performance of the Obligations.

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Armed hereby grants to the Secured Parties a security interest in the Patents, and the proceeds thereof, as

security for the payment and performance of the Obligations, such security interest to be held to the full end of the term for which such Patents, or any reissues, renewals or extensions thereof are or may be granted. Armed agrees to execute all instruments and to perform all acts which may be necessary to fully effectuate, record and perfect this Collateral Assignment.

IN WITNESS WHEREOF, Armed, L.L.C. has executed this Collateral Assignment of Patents on the date and year first above written.

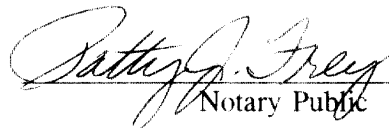
ARMED, L.L.C.

By:   
Its: CFO

STATE OF ALABAMA     )

JEFFERSON COUNTY     )

Before me personally appeared STANLEY L. GRAVES, whose name as Chief Financial Officer of Armed, L.L.C. is signed to the foregoing Collateral Assignment of Patents and who is known to me, and acknowledged the foregoing Collateral Assignment of Patents to be his free act and deed for and on behalf of such limited liability company as of May 5, 1998.

  
Notary Public

My Commission Expires: 4/28/99

## EXHIBIT A

2. INDEBTEDNESS. The Debtor hereby creates, in favor of the Secured Parties, the security interest in the Collateral described in Paragraph 1 of this Agreement in order to secure:

(a) payment of the indebtedness evidenced by the following Debentures issued by Company to the respective Secured Parties described below, and all renewals thereto and amendments, extensions, replacements or modifications thereof (such Debentures and any additional Debentures issued by Company pursuant to Paragraph 2(b) below are collectively herein referred to as the "Notes"):

	<u>Secured Party</u>	<u>Date of Debenture</u>	<u>Original Principal Amount of Debenture</u>
1.	Graco Resources, Inc.	8/29/96	\$12,500.00
2.	Harold Bradford Dunn	8/29/96	12,500.00
3.	AMESCO, Inc.	8/29/96	6,250.00
4.	Miller Inv., Ltd.	8/29/96	6,250.00
5.	Naum Tselesin	8/29/96	6,250.00
6.	Ed Lilinshtein	8/29/96	6,250.00
7.	Graco Resources, Inc.	2/24/97	62,500.00
8.	Harold Bradford Dunn	2/24/97	62,500.00
9.	AMESCO, Inc.	2/24/97	31,250.00
10.	Miller Inv., Ltd.	2/24/97	31,250.00
11.	Naum Tselesin	2/24/97	31,250.00
12.	Ed Lilinshtein	2/24/97	31,250.00
13.	Jemison Inv. Co., Inc.	7/28/97	80,000.00
14.	Graco Resources, Inc.	9/17/97	56,250.00
15.	Harold Bradford Dunn	9/17/97	56,250.00
16.	AMESCO, Inc.	9/17/97	28,125.00
17.	Miller Inv., Ltd.	9/17/97	28,125.00
18.	Naum Tselesin	9/17/97	28,125.00
19.	Ed Lilinshtein	9/17/97	14,062.50
20.	Jemison Inv. Co., Inc.	9/17/97	14,062.50
21.	James D. Davis	5/05/98	50,000.00
22.	Jemison Inv. Co., Inc.	5/05/98	325,000.00
23.	Cordova Tech. Part., LP	5/05/98	850,000.00
24.	Jasper Fund	5/05/98	25,000.00
25.	Southwood Partners, LLC	5/05/98	25,000.00
26.	Hess Inv. Fund, Ltd.	5/05/98	100,000.00
27.	H. Corbin Day	5/05/98	75,000.00
28.	Michael Stanwood	5/05/98	25,000.00
29.	J.D. Brown, Jr.	5/05/98	12,500.00
30.	J. David Brown, III	5/05/98	12,500.00

(b) payment of all indebtedness of Company, now existing or hereafter arising, to any one or more of the Secured Parties, which is evidenced by a Debenture issued now or in the future by Company to such Secured Party or Secured Parties;

(c) all costs and expenses incurred in collection of the indebtedness described in subsections (a) or (b) above including, without limitation, all attorneys' fees and costs; and

(d) all future advances made by the Secured Parties for taxes, levies, insurance, and repairs to or maintenance of the Collateral.

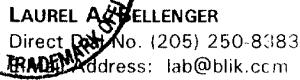
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PATENT  
REEL: 9289 FRAME: 0733