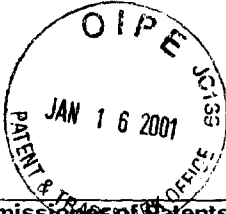


01-23-2001



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01/23/2001 GT0N11 00000011 6092047

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Area Code and Telephone Number

Name RICHARD N GRAY

Address (line 1) MEYERS TERSEW FELDMAN & GRAY

Address (line 2) 220 EAST 42<sup>nd</sup> STREET 20<sup>th</sup> FL.

Address (line 3) NEW YORK, NY 10017

Address (line 4)

**Pages**

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# 2

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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)


<u>6092047</u>		

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	

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# 1

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

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(Enter for payment by deposit account or if additional fees can be charged to the account.)

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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.

RICHARD N. GRAY

[Signature]

1/2/01

Name of Person Signing

Signature

Date



**PATENT SECURITY AGREEMENT**

**WHEREAS**, Benefit Technologies, Inc., a corporation formed under the laws of New York, located at 123 Main Street, White Plains, NY 10601 (the "Company"), is the owner of a certain United States patent, No. 6,092,047 dated July 18, 2000 (the "Patent"); and

**WHEREAS**, the Company is obligated to Alan Brown 2 Rodgers Road, Hartsdale, New York 10530 (the "Lender") pursuant to a certain loan and security agreement of even date between Lender and the Company (the "Agreement"); and

**WHEREAS**, pursuant to the Agreement, the Company is granting to Lender a lien upon, and security interest in, *inter alia*, the Patent.

**THEREFORE**, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Company does hereby grant to Lender a security interest in and to the Patent, which security interest shall secure payments under the Notes as defined in, and pursuant to the terms of the Agreement.

The parties expressly affirm that the rights and remedies of Lender with respect to the security interest granted hereby are more fully set forth in the Agreement.

Dated:

Witness:

Kathy Sczekka

Witness:

Kathy Sczekka

**BENEFIT TECHNOLOGIES, INC.**

By: Andrew A. Hyman  
Andrew A. Hyman, President

Alan Brown  
Lender

STATE OF )  
 ) ss. :  
COUNTY OF )

On the 5 day of Dec. 2000, before me personally came Andrew A. Hyman, to me known, who being duly sworn, did depose and say that he is the president of Benefit Technologies, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation..

*Christopher J. Caiyang*  
Notary Public

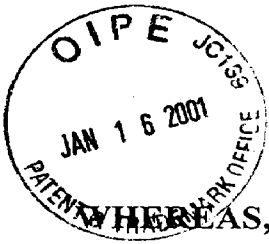
CHRISTOPHER J. CAIYANG  
Notary Public, State of New York  
No. 60-4769561  
Qualified in Westchester County  
Commission Expires May 31, 2002

STATE OF )  
 ) ss. :  
COUNTY OF )

On the 5 day of Dec. 2000, before me personally came Alan Brown, to me known, who being duly sworn, did depose and say that he is the person described in and which executed the foregoing instrument; and that he signed his name thereto.

*Christopher J. Caiyang*  
Notary Public

CHRISTOPHER J. CAIYANG  
Notary Public, State of New York  
No. 60-4769561  
Qualified in Westchester County  
Commission Expires May 31, 2002



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Dated:

Witness:

Kathy Sczekua

Witness:

Kathy Sczekua

**BENEFIT TECHNOLOGIES, INC.**

By: Andrew A. Hyman  
Andrew A. Hyman, President

Alan Brown  
Lender

STATE OF )  
 ) ss. :  
COUNTY OF )

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*Christopher J. Caivano*  
Notary Public

CHRISTOPHER J. CAIVANO  
Notary Public, State of New York  
No. 60-4769561  
Qualified in Westchester County  
Commission Expires May 31, 2002

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*Christopher J. Caivano*  
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