1 02-08-1999			
	U.S RECORDATION FORM COVER SHEET TRADEMARKS ONLY		DEPARTMENT OF COMMERCE Patent and Trademark Office
100958801		record the attached original docur	ment or copy thereof.
1. Name of Party(ies) conveying an interest: 2. Name and Address of Party(ies) receiving an interest:			
Innovative Business Solutions, Inc. 114 Camp Street San Antonio, TX 78204-1500		The Prudential Insurance Company of America c/o The Prudential Capital Group 2200 Ross Avenue, Suite 4200E Dallas, TX 75201	
Individual(s) General Partnership X Corporation - Colorado Other Meu J. 4-9	Association Limited Partnership	Individual General Partnership X Corporation - New Jersey Other Citizenship	Association Limited Partnership
3. Interest Conveyed:		If not domiciled in the United States, a domestic	
Assignment	Change of Name	representative designation is atta	ached:
X Security Agreement	Merger	Yes No	
Other Effective Date: December 14, 1998		No	
4. Application number(s) or registration	number(s). Additional sheet at	tached?	Yes X No
A. Trademark Application No.(s)		B. Trademark Registration No	.(s) 1,120,279
5. Name and address of party to whom correspondence concerning document should be mailed: 6. Number of applications and reduced to the concerning document should be mailed:			l registrations involved: One (1)
Name: Peter B. Dewar, Esq. Baker & Botts, L.L.P.		7. Amount of fee enclosed or authorized to be charged: \$40.00	
Street Address: 2001 Ross Avenue		8. Deposit account number (A if paying by deposit account	ttach duplicate copy of this form int):
City: Dallas	. 74201		
State: Texas Zip: 74201 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.			
Peter B. Dewar Name of Person Signing	Signature	—	1, 1999 ate of pages including cover sheet 3
OMB No. 0651-0011 (exp.4/94) Do not detach this portion			
Mail documents to be recorded with required cover sheet information: 92/05/1999 TTOH11 00000197 1120279 Commissioner of Patent and Trademarks			
01 FC:481 40.00 0P Box Assignments			
Washington, D.C. 20231 Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget,			
Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.			

TRADEMARK REEL: 1849 FRAME: 0482

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

Pursuant to an Intellectual Property Security Agreement and Assignment (the "Security Agreement") dated as of December 14, 1998, Innovative Business Solutions, Inc., a Colorado corporation ("Grantor"), whose address is 114 Camp Street, San Antonio, Texas 78204-1500, Attention: President, as Assignor hereby grants and assigns to The Prudential Insurance Company of America, whose address is c/o Prudential Capital Group, 2200 Ross Avenue, Suite 4200E, Dallas, Texas 75201, Attention: Managing Director, as Collateral Agent (together with its successors and assigns, the "Collateral Agent"), as Assignee, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantor, together with the Goodwill associated therewith, including without limitation the below listed registrations and applications for registration:

Registrations

Registration Number

Issue Date

Mark

1,120,279

LEASEDATA

Applications

Application Number

Filing Date

Mark

None

The Collateral Agent's security interest in the trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement.

INNOVATIVE BUSINESS SOLUTIONS, INC.

 $\mathbf{B}\mathbf{v}$:

R. Charles Ivey Chief Executive Officer

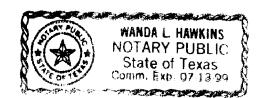
233750.1

TRADEMARK REEL: 1849 FRAME: 0483 COUNTY OF HARRIS

On this 26 day of January, 1999, before me, a Notary Public for the State and County aforesaid, came R. Charles Ivey, to me known and known to be the Chief Executive Officer of Innovative Business Solutions, Inc., and he acknowledged to me that he executed the foregoing Assignment pursuant to authority duly vested in him by the said Innovative Business Solutions, Inc.

Wande J. Hawking Notary Public

My Commission expires: 7-13-99



RECORDED: 02/04/1999