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FIRST AMENDMENT TO

DEMAND NOTE SECURITY AGREEMENT

THIS FIRST AMENDMENT TO DEMAND NOTE SECURITY AGREEMENT (the "First Amendment") is entered into as of July 30, 2002, by and between EVEREST BROADBAND NETWORKS, INC., a Delaware corporation ("Borrower"), and Pequot Private Equity Fund II, L.P., (the "Lender" and "Collateral Agent").

WHEREAS, the Borrower previously issued to the Lender a Secured Promissory Note in an aggregate principal amount of \$150,000, dated as of July 3, 2002, a copy of which is attached as Exhibit A (the "Original Note"); and

WHEREAS, in conjunction with the Note, the Borrower previously granted to the Lender a security interest in the Collateral specified in and pursuant to a certain Demand Note Security: Agreement dated as of July 3, 2002, a copy of which is attached as **Exhibit B** (the "Original Security Agreement"); and

WHEREAS, pursuant to Section 17 of the Original Security Agreement, Collateral Agent desires to amend and modify the Original Security Agreement in the manner and to the extent set forth herein.

NOW, THEREFORE, in consideration of the mutual promises, covenants, and conditions set forth in this First Amendment, the Borrower, Lender and Collateral Agent agree as follows:

- 1. <u>Defined Terms</u>. Terms that are used herein with initial capital letters and that are not otherwise defined shall have the meanings given to them in the Original Security Agreement.
 - 2. Amendments to the Original Security Agreement:
- 2.01: <u>Preliminary Statements</u>. Section 1 of the Preliminary Statements of the Original Security Agreement is hereby deleted in its entirety and replaced with the following:
 - "1. The Borrower desires to borrow and the Lender desires to make one or more demand loans to the Borrower in an aggregate principal amount not to exceed \$2000,000.00 (the "Loan") all of which shall be evidenced by one or more secured promissory notes of the Borrower (together, the "Note")."

Section 2.02: Preliminary Statements. Section 3 of the Preliminary Statements of the Original Security Agreement is hereby deleted in its entirety and replaced with the following:

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2034292430**TRADEMARK** PAGE.02 **REEL: 2569 FRAME: 0353** "3. The security interests contemplated by the Security Agreement shall become effective only upon Borrower obtaining necessary consents."

Section 2.03: Section 18. Notices The language "Attention: Carol Holley and Amber Tencic" in the final line of the notice address for Pequot Private Equity Fund II, L.P. in Section 18 of the Original Security Agreement is hereby deleted in its entirety and replaced with the language "Attention: Aryeh Davis and Amber Tencic."

- 3. <u>Effect of Agreement</u>. The provisions of the Original Security Agreement are amended and modified by the provisions of this First Amendment. If any provisions of the Original Security Agreement are materially different from or inconsistent with any of the provisions of this First Amendment, the provisions of this First Amendment shall control to the extent of such difference or inconsistency, and the Original Security Agreement shall be deemed to be amended and modified.
- 4. <u>Single Agreement</u>. This First Amendment and the Original Security Agreement, as amended and modified by the provisions of this First Amendment, shall constitute and be construed as a single agreement.
- 5. Miscellaneous. Except as provided herein, the Original Security Agreement shall remain unchanged and in full force and effect. This First Amendment may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument, and any of the parties hereto may execute this First Amendment by signing any such counterpart. Facsimile execution and delivery of this First Amendment shall be legal, valid and binding execution and delivery for all purposes. The internal law of the State of New York will govern the interpretation, construction, and enforcement of this First Agreement and all transactions and agreements contemplated hereby, notwithstanding any state's choice of law rules to the contrary.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK.]

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2034292430TRADEMARK PAGE . 03 REEL: 2569 FRAME: 0354 IN WITNESS WHEREOF, this First Amen Iment is hereby executed and delivered by the parties as of the date first written above.

BORROWER:

EVEREST BROADE AND NETWORKS, INC.

By:

Namo: Darija W ench

Title: Chel Francial Officer

LENDER:

PEQUOT PRIVATE EQUITY FUND II, L.P.

By: Pequot Capital Management, Inc.;

its Investment Manager

By: _

Name: Kevin I. O'Brien

Title: Genera Counsel

COLLATERAL AGENT:

PEQUOT PRIVATE EQUITY FUND II, L.P.

By: Pequot Capital Management, Inc.;

its Investment Manage:

By: _

Name: Kevin E. O'Bricn

Title: General Counsel

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SENT BY: EVEREST BROADBAND NETWORKS, INC.; 20194474684;

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IN WITNESS WHEREOF, this First Amendment is hereby executed and delivered by the parties as of the date first written above.

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EVEREST BROADBAND NETWORKS, INC.
By: Name: Title:
LENDER:
PEQUOT PRIVATE EQUITY FUND II, L.P. By: Pequot Capital Management, Inc.; its Investment Manager By: Levin Evinence
Printed Name: Kevin E. O'Brien Title: General Counsel
COLLATERAL AGENT:
PEQUOT PRIVATE EQUITY FUND II, L.P. By: Pequot Capital Management, Inc.; its Investment Manager By:
Printed Name: Kevin E. O'Brien

Title: General Counsel

H&M: 109363.01

EXHIBIT A

SECURED PROMISSORY NOTE DATED JULY 3, 2002

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EXHIBIT B

DEMAND NOTE SECURITY AGREEMENT **DATED JULY 3, 2002**

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RECORDED: 08/21/2002

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