

12-03-1998



100911429

FORM PTO-1594
(Rev 5-93)

TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

XOOM.COM, INC.

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State:

Other:

Additional name(s) of conveying party(ies) attached? [] Yes [X] No

3. Nature of Conveyance:

- [] Assignment [] Merger
- [X] Security Agreement [] Change of Name
- [] Other

Execution Date: November 3, 1998

2. Name and address of receiving party(ies):

Name: SAND HILL CAPITAL, LLC
Address: 3000 SAND HILL ROAD, SUITE 110
City: MENLO PARK State: CA Zip: 94025

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State:

Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? [] Yes [x] No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

75/187,970 75/391,020
75/501,639 75/530,603
75/133,327

B. Trademark Registration No.(s)

N/A

Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Erin O'Brien
Internal Address: GRAY CARY WARE & FREIDENRICH
400 Hamilton Avenue
Palo Alto, California 94301

6 Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00

[] Enclosed

[X] Authorized to be charged to deposit account

8. Deposit account number: 07-1907

(Attach duplicate copy of this page if paying by deposit account)

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.

Erin O'Brien
Name of Person Signing

Erin O'Brien
Signature

November 30, 1998
Date

Total number of pages comprising cover sheet: [5]

Mail Documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

PA\854560.1
1191271-904100

TRADEMARK
REEL: 1821 FRAME: 0589

12-1-98

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of November 3, 1998 by and between SAND HILL CAPITAL, LLC ("Sand Hill") and XOOM.COM, INC. ("Borrower").

RECITALS

Sand Hill and Borrower are parties to that certain loan agreement of even date (as amended from time to time, the "Loan Agreement"). Capitalized terms used herein have the meaning assigned in the Loan Agreement. Pursuant to the terms of the Loan Agreement, Borrower has granted to Sand Hill a security interest in the Collateral.

NOW, THEREFORE, Borrower agrees as follows:

AGREEMENT

To secure performance of its obligations under the Loan Agreement, Borrower grants to Sand Hill a security interest in all of Borrower's right, title and interest in Borrower's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits). This security interest is granted in conjunction with the security interest granted to Sand Hill under the Loan Agreement. Each right, power and remedy of Sand Hill provided for herein shall not preclude the simultaneous or later exercise by Sand Hill of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed as of the first date written above.

Address of Borrower:

XOOM.COM, INC.

300 Montgomery Street, Suite 300
San Francisco, CA 94104

By: John Harbott
Title: VP Finance & CFO

Attn:

Address of Sand Hill:

SAND HILL CAPITAL, LLC

3000 Sand Hill Road
Building 2, Suite 110
Menlo Park, CA 94025
Attn: Robert Johnson

By: Robert A. Johnson
Title: CHIEF CREDIT OFFICER

EXHIBIT A

Copyrights

| <u>Description</u> | <u>Registration/ Application Number</u> | <u>Registration/ Application Date</u> |
|--------------------|---|---|
| XOOM.com Web site | PENDING | PENDING |

EXHIBIT B

Patents

| <u>Description</u> | <u>Registration/ Application Number</u> | <u>Registration/ Application Date</u> |
|--------------------|---|---|
| NONE | | |

EXHIBIT C

Trademarks

| <u>Description</u> | <u>Registration/ Application Number</u> | <u>Registration/ Application Date</u> |
|---------------------------------|--|---|
| X-in-circle logo | 75/187,970 75/501,639 | 10/28/96 6/12/98 |
| XOOM | 75/133,327 75/391,020 | 7/12/96 11/17/97 |
| X-in-circle logo with XOOM name | 1053206 (Japan) 98737269 (France) 850750 (CTM) 764361 (Australia) | 6/23/98 6/16/98 6/9/98 6/10/98 |
| CHA-CHING | 75/530,603 | 8/4/98 |
| XOOM.COM | | 10/20/98 |

Assignor: XOOM.COM, INC.

Assignee: SAND HILL CAPITAL, LLC

Enclosed: Intellectual Property Security
Agreement; TRADEMARK
Recordation Cover Sheet;

File: 1191271-904100

Date Sent: 11/30/98