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04-02-1999

FORM PTO-1594
(Rev 5-93)



FR SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable

100999533

d the attached original documents or copy thereof.

1. Name of conveying party(ies):

WORLD WRAPPS INC.

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State: CALIFORNIA

Other:

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 03/17/99

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

Name: SAND HILL CAPITAL, LLC
Address: 3000 SAND HILL ROAD, BLDG.2 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)

75/157,189 75/220,269
75/157,101
75/183,970

B. Trademark Registration No.(s)

1,997,980 2,075,851 2,117,973
2,061,661 2,077,694 2,120,428
2,060,835 2,077,686

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: 12

7. Total fee (37 CFR 3.41) \$ 315.00

- Enclosed
- 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

March 22, 1999
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

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01 FC:481 40.00 CH
02 FC:482 275.00 CH

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of March 17, 1999 by and between SAND HILL CAPITAL, LLC ("Sand Hill") and WORLD WRAPPS 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:

WORLD WRAPPS INC.

1000 Brannan Street, Suite 401
San Francisco, CA 94103

By: KEC

Attn: Keith Cox

Title: CFO

Address of Sand Hill:

SAND HILL CAPITAL, LLC

3000 Sand Hill Road
Building 2, Suite 110
Menlo Park, CA 94025

By: Robert A. Johnson

Attn: Daniel Corry

Title: CHIEF CREDIT OFFICER

EXHIBIT A

Copyrights

NONE

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EXHIBIT B

Patents

NONE

EXHIBIT C

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
(Design Only)	75/157,189	08/28/96
World Wrapps	75/157,101	08/28/96
World Wrapps	75/157,100	08/28/96
World Wrapps and Design	1,997,980	09/03/96
Wrapps	75/183,970	10/15/96
World Wrapps and Design	75/220,269	12/26/96
(Design Only)	2,061,661	05/13/97
World Wrapps	2,060,835	05/13/97
World Wrapps	2,075,851	07/01/97
(Design Only)	2,077,694	07/08/97
World Wrapps and Design	2,077,686	07/08/97
World Boost	2,117,973	12/02/97
World Wrapps	2,120,428	12/09/97

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RECORDED: 03/23/1999

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