

04-09-1999



To the Honorable Commissioner

101006693

original documents or copy thereof.

1. Name of conveying party(ies):

NETSCHOOLS CORPORATION

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State: CALIFORNIA

Other:

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of Conveyance:

☐ Assignment

☐ Merger

☒ Security Agreement

☐ Change of Name

☐ Other

Execution Date: 03/18/99

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: California limited liability company

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 ☒ No

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

A. Trademark Application No.(s)

75/500,612

B. Trademark Registration No.(s)

2,160,628

2,223,145

Additional numbers attached? ☐ Yes ☒ 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: 3

7. Total fee (37 CFR 3.41) . . . . . \$ 90.00

☐ 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)

04/08/1999 DC0000130 071907 75500612

01 FC:481 40.00 CH  
02 FC:482 50.00 CH

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

Signature

April 6, 1999

Date

Total number of pages comprising cover sheet: [ 6 ]

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

## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of March 18, 1999 by and between SAND HILL CAPITAL, LLC ("Sand Hill") and NETSCHOOLS CORPORATION ("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:

NETSCHOOLS CORPORATION

201 Ravendale Drive  
Mountain View, CA 94043

By: [Signature]

Title: CHIEF Financial Officer

Attn: TEUMAN Cole

Address of Sand Hill:

SAND HILL CAPITAL, LLC

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

By: [Signature]

Title: CHIEF CREDIT OFFICER

EXHIBIT A

Copyrights

NONE

EXHIBIT B

## Patents

Patent Description	Docket Number	Country	Application No.	Filing Date
Method and apparatus for master-slave control in a communication network	17772-8.00	USA	09/044,698	3/18/98
Multiple beam communication network with beam selectivity	17772-7.00	USA	09/040,330	3/18/98
Method for controlling security of a computer removably coupled in a network	17772-6.00	USA	09/044,511	3/18/98

EXHIBIT C

## Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
NetSchools		7/02/98
NetSchools Solutions		
StudyPro	2,223,145	2/09/99
NetSchool		5/10/98

## TRADEMARKS

TRADEMARK DESCRIPTION	COUNTRY	SERIAL NO.	REG. NO.	STATUS
STUDYPRO	USA	75/226,646	2,223,145	Registered Feb. 9, 1999
NETSCHOOLS	USA	75/500,612	-	Filed May 10, 1998
NETSCHOOL	USA	75/310,710	2,160,628	Purchased July 2, 1998

*Revised as of 3/18/99*

**RECORDED: 04/07/1999**

**TRADEMARK  
REEL: 1880 FRAME: 0122**