



5-20-99

101042134

Tab settings

To the Honorable Commissioner of Patent and Trademark Office, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 CARTTA, INC.
 (FORMERLY KNOWN AS THEMEMEDJA, INC.)

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

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

Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other ADDENDUM TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

Execution Date: 4/6/99

2. Name and address of receiving party(ies)
 Name: SILICON VALLEY BANK
 Internal Address: MAIL SORT HGL50
 Street Address: 3001 TASMAN DRIVE
 City: SANTA CLARA State: CA ZIP: 95054

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 No

3. Application number(s) or patent number(s):

A. Trademark Application No.(s)
75-491,241 75-249,762 75-249,761
75-249,760 75-243,056

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

ASSIGNMENT REGISTERED
 MAY 22 11:33
 RECEIVED

4. Name and address of party to whom correspondence concerning document should be mailed:
 Name: SILICON VALLEY BANK
 Internal Address: MAIL SORT HGL50
 Street Address: 3001 TASMAN DRIVE
 City: SANTA CLARA State: CA ZIP: 95054
(A08) 654-7136

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00
 Enclosed CK #7955
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

05/24/1999 DNGUYEN 00000173 75491241 DO NOT USE THIS SPACE

01 FC:481 40.00 OP
 02 FC:482 100.00 OP

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.

JOSEPHINE M. CARJNO Josephine M. Carjno 5/18/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

ADDENDUM TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

Bellewa

This Addendum to Intellectual Property Security Agreement is executed pursuant to, and is an addendum to, an Intellectual Property Security Agreement, dated September 29, 1998. This Addendum to Intellectual Property Security Agreement is presented for recordation as constructive notice that **Cartia, Inc. (formerly known as ThemeMedia, Inc.)** ("Assignor"), with its principal office at 1500 114th Avenue, S. E. Suite 130, ~~Redmond~~, WA 98004, the owner of the intellectual property identified in the exhibits attached hereto, has granted to SILICON VALLEY BANK ("Assignee"), with its principal office at 3003 Tasman Drive, Santa Clara, CA 95054, with a loan production office at 915 118th Avenue, S. E., Suite 250, Bellevue, WA, 98005, a security interest in the intellectual property, and the exclusive rights comprised in the intellectual property, to secure payment of a debt.

IN WITNESS WHEREOF, Assignor has executed this Addendum to Intellectual Property Security Agreement as of **April 6, 1999**.

CARTIA, INC.

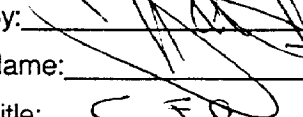
By: 
Name: Jeff deCillia
Title: C.F.O.

Exhibit "A" attached to that certain Addendum to Intellectual Property Security Agreement dated **April, 6, 1999**.

EXHIBIT "A"
COPYRIGHTS

SCHEDULE A - ISSUED COPYRIGHTS

<u>COPYRIGHT DESCRIPTION</u>	<u>REGISTRATION NUMBER</u>	<u>DATE OF ISSUANCE</u>
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SCHEDULE B - PENDING COPYRIGHT APPLICATIONS

<u>COPYRIGHT DESCRIPTION</u>	<u>APPLICATION NUMBER</u>	<u>DATE OF FILING</u>	<u>DATE OF CREATION</u>	<u>FIRST DATE OF PUBLIC DISTRIBUTION</u>
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SCHEDULE C - UNREGISTERED COPYRIGHTS (Where No Copyright Application is Pending)

<u>DESCRIPTION</u>	<u>CREATION</u>	<u>DISTRIBUTION FROM ASSIGNOR</u>	<u>ASSIGNOR</u>
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Exhibit "B" attached to that certain Addendum to Intellectual Property Security Agreement dated **April 6, 1999**.

EXHIBIT "B"
PATENTS

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TRADEMARK
REEL: 001898 FRAME: 0708

Exhibit "C" attached to that certain Addendum to Intellectual Property Security Agreement dated April 6, 1999.

EXHIBIT "C"
TRADEMARKS

<u>TRADEMARK DESCRIPTION</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>REG. NO</u>	<u>STATUS</u>
Cartia		75-491,241		filed 5/26/98
Themespace		75-249,762		filed 2/28/97
Thememap		75-249,761		filed 2/28/97
Themetrack		75-249,760		filed 2/28/97
Thememedia		75,243,056		filed 2/18/97
Themescape		75-116,842		filed 8/6/98

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Exhibit "D" attached to that certain Addendum to Intellectual Property Security Agreement dated April 6, 1999.

EXHIBIT "D"
SERVICE MARKS

<u>SERVICE MARK</u>	<u>DESCRIPTION</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>REG. NO</u>	<u>STATUS</u>
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