

11-02-1999

FORM PTO-
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MRS 11.1.99

101189451

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

1. Name of conveying party(ies): Gamesville.com, Inc		2. Name and address of receiving party(ies): Name: Silicon Valley Bank	
<input type="checkbox"/> Individual(s) <input type="checkbox"/> Association		Internal Address: Loan Documentation HG150	
<input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership		Street Address: 3003 Tasman Drive	
<input checked="" type="checkbox"/> Corporation-State		City: Santa Clara State: Ca ZIP: 95054	
<input type="checkbox"/> Other		<input type="checkbox"/> Individual(s) Citizenship	
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		<input type="checkbox"/> Association	
3. Nature of conveyance:		<input type="checkbox"/> General Partnership	
<input type="checkbox"/> Assignment <input type="checkbox"/> Merger		<input type="checkbox"/> Limited Partnership	
<input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name		<input type="checkbox"/> Corporation-State	
<input type="checkbox"/> Other		<input type="checkbox"/> Other	
Execution Date: October 8, 1999		If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)	
		Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	


4. Application number(s) or trademark number(s):	
A. Trademark Application No.(s) 75/684,488--75/621,961--75/759,944--75/759,931--75/759,838 75/081,852--75/763,210--75/631,662--75/746,666--75/646,559 75/723,506--75/214,408--75/676,621--75/722,311--75/632,146 75/631,658--75/766,965--75/214,409--75/746,665 75/676,620--75/632,719--75/632,145--75/632,132--75/656,121 75/632,130--75/632,131--75/746,891--75/656,120--75/746,890- 75/633,693--75/633,377--75/722,771	B. Trademark Registration No.(s)
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Silicon Valley Bank Internal Address: Loan Documentation HG150 Street Address: 3003 Tasman Dr. City: Santa Clara State: Ca ZIP: 95054		6. Total number of applications and registrations involved:	
		7. Total fee (37 CFR 3.41):\$ 940.00 <input checked="" type="checkbox"/> Enclosed # 8127 <input type="checkbox"/> Authorized to be charged to deposit account	
		8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)	

11/03/1999 NTHAI1 00000022 75684488
 01 FC=481 (40.00 OP)
 02 FC=482 (900.00 OP)

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.

Teresa Gomez  10/22/99
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 10

OMB No 0651 -0011 (exp 4/94)

TRADEMARK
REEL: 001983 FRAME: 0615

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement dated October 2, 1999 is between SILICON VALLEY BANK ("Bank") and Gamesville.com, Inc. ("Grantor").

RECITALS

A. Bank will make advances to Grantor ("Loans") as described in the Loan and Security Agreement dated of even date herewith (the "Loan Agreement"), but only if Grantor grants Bank a security interest in its Copyrights, Trademarks, Patents, and Mask Works.

B. Grantor has granted Bank a security interest in all of its right, title and interest, presently existing or later acquired to all the Collateral.

AGREEMENT

Grantor grants Bank a security interest in all of its right, title and interest in its Intellectual Property Collateral (such as the Copyrights, Patents, Trademarks and Mask Works listed on Schedules A, B, C, and D), and all proceeds (such as license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements rights throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part.

This security interest is granted in conjunction with the security interest granted under the Loan Agreement. Bank's rights and remedies in the security interest are in addition to those in the Loan Agreement and the other Loan Documents, and those available in law or equity. Bank's rights powers and interests are cumulative with every right, power or remedy provided here. Bank's exercise its rights, powers or remedies in this Agreement, the Loan Agreement or any other Loan Document, does not preclude the simultaneous or later exercise of any or all other right, power or remedy.

SILICON VALLEY BANK

By: _____

Name: JOHN K. DECH
Title: AVP

GRANTOR:
Gamesville.com, Inc.

By: _____

Name:
Title:

EXHIBIT A

Copyrights

Description

None

**Registration/
Application
Number**

**Registration/
Application
Date**

EXHIBIT B

Patents

<u>Description</u>	Registration/ Application <u>Number</u>	Registration/ Application <u>Date</u>
See Attachment		

PATENTS
Attachment to Exhibit B to
Intellectual Property Security Agreement

Wednesday, September 08, 1999 **Master List** By Case Number

Case Number	Client	Attorney	Disclosure Status	Title	Inventors
NIK-001	GAME SMB MAR GAMESVILLE.COM, INC.		Filed	SYSTEMS FOR PROVIDING LARGE ARENA GAMES OVER COMPUTER NETWORKS	ROSEMAN

Assignee: NINECO, INC

Sub Country Case	Status	Case Type	Application Number	Filing Date	Patent Number	Issue Date	Tax Schedule	Expiration Date	Agent	Agent Ref #
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US ALLOWED ORD 08/827,853 11-Apr-1997 SE

ASS. NINECO, INC.
FOLEY REF: NIK-1.01

EXHIBIT C

Trademarks

<u>Description</u>	Registration/ Application <u>Number</u>	Registration/ Application <u>Date</u>
See Attachment		

TRADEMARKS
Attachment to Exhibit C to
Intellectual Property Security Agreement

TrademarkName	Status	CountryName	AppINumber	RegNumber	FileDate	RegDate
ACEY DEUCEY	Pending	Canada			29-Jul-1999	
ACEY DEUCEY	Pending	United States of America	75/684,488		14-Apr-1999	
ACEY*DEUCEY	Pending	United States of America	75/621,961		14-Jan-1999	
ACEYDEUCEY	Pending	European Community	1247436		20-Jul-1999	
B2K	Pending	United States of America	75/759,944		26-Jul-1999	
B2K: BINGO FOR THE NEXT MILL*	Pending	United States of America	75/759,931		26-Jul-1999	
BINGO FOR THE NEXT MILLENIUM	Pending	United States of America	75/759,838		26-Jul-1999	
BINGO ZONE	Pending	Canada			29-Jul-1999	
BINGO ZONE	Pending	European Community	1044619		18-Jan-1999	
BINGO ZONE	Registered	United States of America	75/081,852	2060977	01-Apr-1996	13-May-1997
CALCUTRON	Pending	United States of America	75/763,210		29-Jul-1999	
CATCHUP COVERALL	Pending	Canada			29-Jul-1999	
CATCHUP COVERALL	Pending	European Community	1262187		30-Jul-1999	
CATCHUP COVERALL	Pending	United States of America	75/631,662		02-Feb-1999	
CERTIFIED TIME WASTER	Pending	United States of America	75/746,666		09-Jul-1999	
E-MERCIAL	Pending	Canada			18-Aug-1999	
E-MERCIAL	Pending	European Community			19-Aug-1999	
E-MERCIAL	Pending	United States of America	75/646,559		23-Feb-1999	
EASY GAMES, HARD CASH	Pending	United States of America			07-Sep-1999	
FREE GAMES, CASH PRIZES!	Pending	United States of America	75/723,506		08-Jun-1999	
GAMESVILLE	Pending	Canada			29-Jul-1999	
GAMESVILLE	Pending	European Community	1044627		18-Jan-1999	
GAMESVILLE	Registered	United States of America	75/214,408	2168517	17-Dec-1996	23-Jun-1998
GAMESVILLE.COM	Pending	Canada			18-Aug-1999	
GAMESVILLE.COM	Pending	European Community			20-Aug-1999	
GAMESVILLE.COM	Pending	United States of America	75/676,621		07-Apr-1999	
GINGO	Pending	United States of America	75/722,311		07-Jun-1999	
GRIDIRON MADNESS	Pending	Canada			29-Jul-1999	
GRIDIRON MADNESS	Pending	European Community	1261452		30-Jul-1999	

GRIDIRON MADNESS	Pending	United States of America	75/632,146	02-Feb-1999
GTV	Pending	United States of America		07-Sep-1999
KILL TIME, NOT PEOPLE	Pending	United States of America	75/631,658	02-Feb-1999
KING OF THE COUCH	Pending	United States of America		07-Sep-1999
NAMEROLOGY	Pending	United States of America		03-Sep-1999
NEWS YOU DONT NEED	Pending	United States of America	75/766,965	03-Aug-1999
PICTURAMA	Opposed	United States of America	75/214,409	17-Dec-1996
PICTURAMA	Opposed	United States of America	75/214,409	17-Dec-1996
POKER ON STEROIDS	Pending	United States of America	75/746,665	09-Jul-1999
POWERGIN	Pending	Canada		18-Aug-1999
POWERGIN	Pending	European Community		20-Aug-1999
POWERGIN	Pending	United States of America	75/676,620	07-Apr-1999
QUICK DRAW POKER	Pending	Canada		29-Jul-1999
QUICK DRAW POKER	Pending	European Community	1261890	30-Jul-1999
QUICK DRAW POKER	Pending	United States of America	75/632,719	02-Feb-1999
SPORTS MADNESS	Pending	Canada		29-Jul-1999
SPORTS MADNESS	Pending	European Community	1261767	30-Jul-1999
SPORTS MADNESS	Pending	United States of America	75/632,145	02-Feb-1999
STAT-O-MATIC	Pending	Canada		29-Jul-1999
STAT-O-MATIC	Pending	European Community	1260363	30-Jul-1999
STAT-O-MATIC	Pending	United States of America	75/632,132	02-Feb-1999
STOCKCAR MADNESS	Pending	Canada		29-Jul-1999
STOCKCAR MADNESS	Pending	European Community		30-Jul-1999
STOCKCAR MADNESS	Pending	United States of America	75/656,121	08-Mar-1999
STOP PLAYING WITH YOURSELF*	Published	United States of America	75/632,130	02-Feb-1999
TAKE THE FIELD	Published	United States of America	75/632,131	02-Feb-1999
THE DAILY LOTTERY	Pending	United States of America	75/746,891	09-Jul-1999
WASTING YOUR TIME SINCE 1996	Pending	Canada		18-Aug-1999
WASTING YOUR TIME SINCE 1996	Pending	European Community		20-Aug-1999
WASTING YOUR TIME SINCE 1996	Pending	United States of America	75/656,120	08-Mar-1999

WEIRD WIRE	Pending	United States of America	75/746,890	09-Jul-1999	
WORLD'S BIGGEST BINGO GAME	Pending	United States of America	75/633,693	02-Feb-1999	
WORLD'S BIGGEST OFFICE POOL	Pending	United States of America	75/633,377	03-Feb-1999	
WORLD'S EASIEST TRIVIA GAME	Pending	United States of America	75/722,771	07-Jun-1999	

EXHIBIT D

Mask Works

Description

None

Registration/
Application
Number

Registration/
Application
Date