

12-02-1999

FORM PTO-
1-31-92

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HEET
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

NRD 11/16/99

101213085

NOV 16

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

1. Name of conveying party(ies): Pavilion Technologies, 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 checked="" type="checkbox"/> Corporation-State Texas	
<input type="checkbox"/> Other _____		<input type="checkbox"/> Other _____	
Execution Date: 7/23/99		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)	B. Trademark Registration No.(s)
75/232,579 75/447/687 75/455,684 75/556,325 75/232,990	
75/232,582 75/246,876 75/232,989 75/477,366 74/714,999	
75/244,382 75/484,915 75/484,916 75/607,171 75/323,977	
75/232,580 75/232,988 74/487,768 74/487,767 75/232,583	
74/431,620 75/232,978	

Additional numbers attached? Yes 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: 22	
		7. Total fee (37 CFR 3.41):\$ 565.00 <input checked="" type="checkbox"/> Enclosed #8135	
		<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)	

12/02/1999 TTON11 00000095 75232579

01 FC:481
02 FC:482
40.00 DP
525.00 DP

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.

Josephine M. Carino
Name of Person Signing

Josephine M. Carino
Signature

11/18/99
Date

Total number of pages comprising cover sheet: _____

OMB No 0651 -0011 (exp 4/94)

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement dated July 23, 1999 is between SILICON VALLEY BANK ("Bank") whose address is 3003 Tasman Drive, Santa Clara, California 95054, and PAVILION TECHNOLOGIES, INC. ("Grantor").

RECITALS

A. Bank will make advances to Grantor ("Loans") as described in the Amended and Restated Loan and Security Agreement (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

[Signature]
(Signature)
VICE PRESIDENT
(Title)

GRANTOR:

PAVILION TECHNOLOGIES, INC.
[Signature]
(Signature)
CEO/COO
(Title)

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

NONE.

EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date

NONE.

Exhibit C

PAVILION TECHNOLOGIES, INC.

Trademark Report by Mark

Trademarks

Printed: 7/14/99

Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
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Next Action Due

BOOST

UNITED STATES	24688						
	8/8/99		APP TO CLNT			PROPOSED	

DATA INSIGHTS

UNITED STATES	23914	1/28/97	75/232,579	2/24/98	2,138,648	REGISTERE	
	2/24/04	AFFIDAVIT OF USE					

ECONOMICS INSIGHTS

UNITED STATES	24262	3/10/98	75/447,687			PENDING	
	7/20/99	RESPONSE TO OA					

GOLDEN NUGGETS

UNITED STATES	24267	3/24/98	75/455,684			ALLOWED	
	12/15/99	FILE ITU EXTENSION					

INSIGHTS

UNITED STATES	24424	9/21/98	75/556,325			PENDING	
	9/21/99	STATUS CHECK					

Exhibit C

Trademarks

Trademark Report by Mark

Printed: 7/14/99 Page 3

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
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Next Action Due

POWER INSIGHTS SUITE

UNITED STATES	23912	4/30/98	75/477,366			PENDING	
	8/30/99						

PROCESS INSIGHTS

UNITED STATES	23855	8/14/95	74/714,999	2/25/97	2,039,892	REGISTERE	09
	2/25/03						

PROCESS PERFECTER

UNITED STATES	23911	2/19/97	75/244,382	3/24/98	2,146,200	REGISTERE	
	3/24/04						

PRODUCTION CHAIN MANAGEMENT

UNITED STATES	24307	5/14/98	75/484,915			PENDING	
	8/13/99						

PRODUCTION CHAIN OPTIMIZATION

UNITED STATES	24308	5/14/98	75/484,916			PENDING	
	7/22/99						

Exhibit C

Trademarks

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Printed: 7/14/99

Page 4

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
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Next Action Due

PROPERTY PREDICTOR

UNITED STATES	24475	12/17/98	75/607,171			PENDING	
	12/18/99	RESPONSE TO OA					

RAE

UNITED STATES	24689					PROPOSED	
	8/8/99	APP TO CLNT					

RUNTIME SOFTWARE CONTROLLER

UNITED STATES	23908	1/28/97	75/232,977			PENDING	
	1/22/00	ABANDONMENT					

SENSOR VALIDATOR

UNITED STATES	23906	1/28/97	75/232,580	2/9/99	2,223,342	REGISTERE	09
	2/9/04	TRANSFER TO PRIN REG					

SIMULATION INSIGHTS

UNITED STATES	23913	1/28/97	75/232,988	9/1/98	2,185,445	REGISTERE	
	9/1/04	AFFIDAVIT OF USE					

SOFT CEM

UNITED STATES	23947	2/7/94	74/487,768	12/12/95	1,941,632	REGISTERE	
	12/12/01	AFFIDAVIT OF USE					

Exhibit C

Trademarks

Trademark Report by Mark

Printed: 7/14/99

Page 5

COYNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
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Next Action Due

SOFT SENSOR

UNITED STATES	23948	2/7/94	74/487,787	1/16/96	1,949,520	REGISTERE	
	1/16/02						

SOFT SENSOR INSIGHTS

UNITED STATES	23915	1/28/97	75/232,583	8/18/98	2,181,938	REGISTERE	
	8/18/04						

SOFTWARE CEM

UNITED STATES	23949	9/3/93	74/431,620	12/12/95	1,941,500	REGISTERE	
	12/12/01						

VIRTUAL ONLINE ANALYZER

UNITED STATES	23907	1/28/97	75/232,978			PENDING	
	9/3/99						

VOA

UNITED STATES	24308	7/2/99	N/A			PENDING	
	8/2/99						

END OF REPORT

TOTAL ITEMS SELECTED = 27