

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of September 16, 1999 by and between SAND HILL CAPITAL II, LP ("Sand Hill") and BUYITNOW.COM L.L.C. ("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:

BUYITNOW.COM L.L.C.

8321 E. 61st Street, Suite 210
Tulsa, OK 74133

By: Marcello E
Title: Executive Vice President

Attn:

Address of Sand Hill:

SAND HILL CAPITAL II, LP

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

By: Robert A. Johnson
Title: PRINCIPAL

EXHIBIT A

Copyrights

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
BIN Internet Chat Routine V1.0	TXu 907-354	09/21/99

EXHIBIT B

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

EXHIBIT C

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
ACCUSEARCH	75/142,834	Pending
CHANGING THE WAY PEOPLE SHOP!	75/570,616	Pending
E-REP		Pending
3PAY	75/591,960	Pending
WEBPLAZA	75/591,961	Pending
BUYITNOW	75/530,813	Pending
CITYSURF*	2,213,881	Registered

*Also registered in Oklahoma