

MRD 12-23-99

01-21-2000

To the Honorable Commissioner



original documents or copy thereof.

1. Name of conveying party(ies):

GIVE3, INC.

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: December 9, 1999

101249020

Assignee: COMERICA BANK-CALIFORNIA

Address: 611 ANTON BLVD., SUITE 200

City: COSTA MESA State: CA Zip: 92626

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

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

A. Trademark Application No.(s)

75/773,896

75/773,895

75/773,894

75/752,516

75/752,515

75/752,514

B. Trademark Registration No.(s)

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

401 B Street, Suite 1700

San Diego, California 92101-4297

6 Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00

☐ 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)

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

December 22, 1999

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: [7]

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

01/19/2000 DCOATES 00000000 01/19/2000

01 FC:481

02 FC:482

40.00
125.00

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of December 9, 1999 by and between Comerica Bank-California ("Bank") and Give3 Inc. ("Grantor").

RECITALS

A. Bank has agreed to make certain advances of money and to extend certain other financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, Grantor agrees as follows:

AGREEMENT

To secure the obligations under the Loan Agreement, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under certain property (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), and 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), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof (the "Intellectual Property Collateral").

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

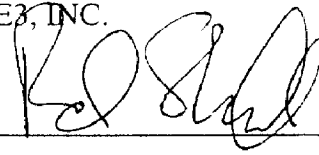
GRANTOR:

ADDRESS OF GRANTOR:

4675 MacArthur Court, Suite 1150
Newport Beach, CA 92660

Attn: Mr. Richard Shields

GIVE3, INC.

By: 

Title: Richard Shields, Chief Financial Officer

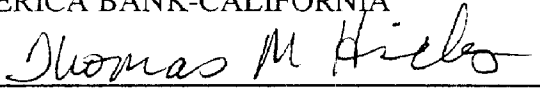
BANK:

ADDRESS OF BANK:

611 Anton Blvd., Suite 200
Costa Mesa, CA 92626

Attn: Mr. Thomas M. Hicks

COMERICA BANK-CALIFORNIA

By: 

Title: Vice President

EXHIBIT A

Copyrights

Title	Registration Number	Date
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EXHIBIT B

Patents

Description

Registration Number

Date

EXHIBIT C

Trademarks

<u>Description</u>	Registration/ Application <u>Number</u>	Registration/ Application <u>Date</u>
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TABLE OF TRADEMARKS OWNED BY GIVE3 INC.

Trademark	Filing Date/App. No.	Goods/Services
BROWSER ASSISTANT	Filed August 11, 1999 Ser. No. 75/773,896	Computer programs or downloadable computer software providing enhanced navigational efficiency for end users through search boxes and scrolling ticker functionality for various content such as news headlines, stock quotes, sport scores, e-mails and html messages by linking with various suppliers of such services in Int'l class 9.
BROWSER ASSISTANT	Filed August 11, 1999 Ser. No. 75/773,895	Providing information and enhanced navigational efficiency for end users in the field of business and commerce including news reports, stock market reports, sport scores, retail and such other services over computer networks and global communication networks through electronic linkage in Int'l class 35.
PERSONALIZED BROWSER ASSISTANT	Filed August 11, 1999 Ser. No. 75/773,894	Computer programs or downloadable computer software providing enhanced navigational efficiency for end users through search boxes and scrolling ticker functionality for various content such as news headlines, stock quotes, sport scores, e-mails and html messages by linking with various suppliers of such services in Int'l class 9.
WINFIRE	Filed July 16, 1999 Ser. No. 75/752,516	Downloadable computer software providing enhanced navigational efficiency for end users, through search boxes and scrolling ticker functionality for any content such as news headlines, stock quotes, sport scores, e-mails and html messages by linking with various suppliers of such services in Int'l class 9.
WINFIRE	Filed July 16, 1999 Ser. No. 75/752,515	Providing information and enhanced navigational efficiency for end users in the field of business and commerce over computer networks and global communication networks through electronic linkage in Int'l class 35.
WINFIRE	Filed July 16, 1999 Ser. No. 75/752,514	Providing access by electronic communications networks to various databases in the fields of finance, investment, business, sports, and news headlines in Int'l class 42.