

08-11-2000

8.11.00

FORM PTO-1594
(Rev 5-93)



101430007

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

IVENDOR, INC.

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State: CALIFORNIA

Other:

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

3. Nature of Conveyance:

[] Assignment [] Merger

[X] Security Agreement [] Change of Name

[] Other

Execution Date: August 7, 2000

2. Name and address of receiving party(ies):

Name: SAND HILL CAPITAL II, L.P.

Address: 3000 SAND HILL ROAD, BLDG. 2, SUITE 110

City: MENLO PARK State: CA Zip: 94025

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State:

Other: a California chartered bank

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 [x] No

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

A. Trademark Application No.(s)

75/771,075 75/771,029

B. Trademark Registration No.(s)

Additional numbers attached? [] Yes [X] 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
400 Hamilton Avenue
Palo Alto, California 94301

6 Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$65.00

[] Enclosed

[X] Authorized to be charged to deposit account

8. Deposit account number: _____

(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

Name of Person Signing

Signature

August 10 2000

Date

Total number of pages comprising cover sheet: [5]

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

PA\10061701.1
1191271-907300

TRADEMARK
REEL: 002118 FRAME: 0740

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of August 7, 2000 by and between SAND HILL CAPITAL, II, L.P. ("Lender") and IVENDOR, INC., a California corporation ("Borrower").

RECITALS

Lender 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 Lender 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 Lender 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 Lender under the Loan Agreement. Each right, power and remedy of Lender provided for herein shall not preclude the simultaneous or later exercise by Lender 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:

IVENDOR, INC.

215 Moffett Park Drive
Sunnyvale, CA 94089

By:  _____

Attn: Russ Lampert, CFO

Title: CFO

Address of Lender:

SAND HILL CAPITAL, II, L.P.

3000 Sand Hill Road, Building 2 Suite 110
Menlo Park, CA 94025

By:  _____

Title: PRINCIPAL

EXHIBIT A

Copyrights

Title

Registration Number

Date of Registration

EXHIBIT B

Patents

-

EXHIBIT C

Trademarks

Description

Serial Number

Application Date

iVendor

75/771,075

08/09/99

iVendor.com

75/771,029

08/09/99

400 Hamilton Avenue
Palo Alto, CA 94301-1809
www.graycary.com

O) 650-833-2104
F) 650-328-3029

OUR FILE NO. 1191271-907300

August 10, 2000

VIA FEDERAL EXPRESS

U.S. Patent and Trademark Office
Office of Public Records
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

Re: Grantor: iVendor, Inc.
Secured Party: Sand Hill Capital II, L.P.

Dear Sir or Ms:

Enclosed please find the following documents:

1. Recordation Form Cover Sheet for Trademarks only;
2. Intellectual Property Security Agreement between iVendor, Inc. and Sand Hill Capital II, L.P.; and
3. A self-addressed postage paid postcard for your use to indicate your receipt of the enclosed documents.

Also included is a check to cover recordation fees. Please record these documents and return the original Notice of Recordation to me at the above-listed address after the security interest has been recorded.

Sincerely,

Gray Cary Ware & Freidenrich LLP



Erin O'Brien, Paralegal
eobrien@graycary.com

epo:
Enclosures

cc: Mr. Robert Johnson (w/enclosures)
Troy Zander, Esq. (w/o enclosures)

Gray Cary\PA\10061705.1
1191271-907300