

11-02-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101503579

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

101600

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☒ New
- ☐ Resubmission (Non-Recordation)
Document ID #
- ☐ Correction of PTO Error
Reel # Frame #
- ☐ Corrective Document
Reel # Frame #

Conveyance Type

- ☐ Assignment ☐ License
- ☒ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☐ Merger
- ☐ Change of Name
- ☐ Other

Effective Date
Month Day Year
9 8 00

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name QAD Inc., a Delaware corporation

09-08-00

Formerly

75351989

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization Delaware

Receiving Party

☐ Mark if additional names of receiving parties attached

Name Foothill Capital Corporation, a California corporation

DBA/AKA/TA

Composed of

Address (line 1) 2450 Colorado Avenue, Suite 3000 West

Address (line 2)

Address (line 3) Santa Monica

California

90404

City

State/Country

Zip Code

- ☐ Individual ☐ General Partnership ☐ Limited Partnership
- ☒ Corporation ☐ Association
- ☐ Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- ☒ Citizenship/State of Incorporation/Organization California

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002165 FRAME: 0491

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (310) 203-8080

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

6

Trademark Application Number(s) or Registration Number(s)

☐

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/351,989

75/867,986

1,742,858

2,013,108

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

☒

Deposit Account

☒

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

10-0440

Authorization to charge additional fees:

Yes

☒

No

☐

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. Charges to deposit account are authorized, as indicated herein.

Bernard R. Gans, Esq.

Name of Person Signing

Bernard R. Gans October 10, 2000

Signature

Date Signed

SECURITY INTEREST IN TRADEMARKS

QAD Inc., a Delaware corporation ("*Grantor*"), with its principal place of business and mailing address at 6450 Via Real, Carpinteria, California 93013, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grants to Foothill Capital Corporation, a California corporation (together with its successors and assigns, "*Secured Party*"), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages (to the extent not effectively prohibited by an applicable and legally enforceable license agreement) by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages:

to secure performance of all Obligations of Grantor as set out in that certain Intellectual Property Security Agreement dated as of September 8, 2000, by and between Grantor and Secured Party (the "*Agreement*").

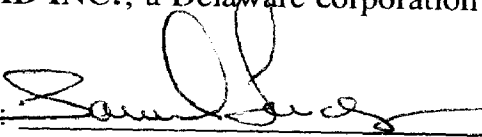
Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the trademarks, trademark registrations and trademark applications made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Security Interest in
Trademarks to be duly executed as of September 8, 2000.

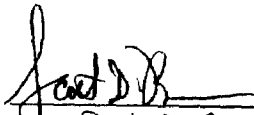
Grantor:

QAD INC., a Delaware corporation

By: 
Name: DANIEL LENDER
Title: VICE PRESIDENT & TREASURER

Secured Party:

FOOTHILL CAPITAL
CORPORATION, a California
corporation

By: 
Name: Scott D. Ryan
Title: Vice President

Schedule A to
SECURITY INTEREST IN TRADEMARKS
Trademarks

QAD INC.

UNITED STATES FEDERAL TRADEMARKS

Trademark Registrations:

Mark	Reg. #	Class	Owner	Reg. Date	Renewal
MFG/PRO	1742858	9,16	QAD Inc.	10/29/92	9/25/09
QAD.INC	2013108	9,16,41,42	QAD Inc.	11/5/96	11/5/06

Pending Trademark Registrations:

Mark	Reg. #	Class	Owner	App. Date	Pub.Date
On/Q	75-351989	9,16	QAD Inc.	9/4/97	
QAD & Device	75-867,986	9,16,41,42	QAD Inc.	12/8/99	6/27/2000