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11-02-2000

FORM PTO-
1-31-92



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

101503822

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

1. Name of conveying party(ies):

eCollege.com, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ 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: 10/21/99

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

Name: Silicon Valley Bank

Internal Address: Loan Documentation HG150

Street Address: 3003 Tasman Drive

City: Santa Clara State: Ca ZIP: 95054

- ☐ 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)

B. Trademark Registration No.(s)

See attached Exhibit C

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: 2

7. Total fee (37 CFR 3.41):\$ 990.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

04/05/2000 DNGUYEN 00000044 75734592

01 FC:481
02 FC:482

40.00 DP
950.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and my attached copy is a true copy of the original document.

Pia Amarillas

Name of Person Signing

Signature

2/9/00
Date

Total number of pages comprising cover sheet: 17

OMB No 0651 -0011 (exp 4/94)

TRADEMARK
REEL: 002167 FRAME: 0665

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of October 21, 1999 by and between SILICON VALLEY BANK ("Bank") and eCollege.com ("Grantor").

RECITALS

A. Bank has agreed to make certain advances of money and to extend certain 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 dated of even date herewith (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, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under all other agreements now existing or hereafter arising between Grantor and Bank, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (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.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have cause 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:

eCollege.com

12000 A. E. Girard
Denver, CO

By: 

Attn: Chief Executive Officer

Title: CFO

BANK:

SILICON VALLEY BANK

Address of Bank:

4430 Arapahoe Avenue, Suite 225
Boulder, CO 80303

By: 

Title: VP

Attn: Frank Amoroso

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

PA\960585.1
1190989-900000

TRADEMARK
REEL: 002167 FRAME: 0668

EXHIBIT B

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

EXHIBIT C

Trademarks

Description

Registration/
Application
Number

Registration/
Application
Date

PA\960585.1
1190989-900000

TRADEMARK
REEL: 002167 FRAME: 0670

eCollege Trademark Application Report

04-Oct-99

Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE	75/734592	23-Jun-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE CAMPUS	75/791044	02-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network
ECOLLEGE CAMPUS	75/791045	02-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE CAMPUS GATEWAY	75/791040	02-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network

DORSEY & WHITNEY LLP

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Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE CAMPUS GATEWAY	75/791041	02-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network
ECOLLEGE CAMPUS GATEWAY	75/791042	02-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE CAMPUS LINKS	75/791037	02-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE CAMPUS LINKS	75/791038	02-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network
ECOLLEGE CAMPUS LINKS	75/791039	02-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network

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Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE CUSTOM CAMPUS	75/791034	02-Sep-99	Pending	42	For: Computer services namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE CUSTOM CAMPUS	75/791035	02-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network
ECOLLEGE CUSTOM CAMPUS	75/791036	02-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE ECAMPUS	75/791043	02-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE ECOMPANION	75/789947	01-Sep-99	Pending	09	For: Software for the creation of educational courses delivered via a global computer information network

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Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE ECOMPANION	75/789948	01-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials over a global computer information network
ECOLLEGE ECOMPANION	75/791492	01-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE ECOURSE	75/789989	01-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE ECOURSE	75/789990	01-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network

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Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE ECOURSE	75/789991	01-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE ETEACHING SOLUTION	75/789372	01-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE ETEACHING SOLUTION	75/789373	01-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a bibliography of educational materials available over a global computer information network
ECOLLEGE ETEACHING SOLUTION	75/789946	01-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network
ECOLLEGE ETOOL KIT	75/789806	01-Sep-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multi-user global computer information network

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Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE ETOOL KIT	75/789887	01-Sep-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network
ECOLLEGE ETOOLKIT	75/789886	01-Sep-99	Pending	09	For: Software for the instruction and delivery of educational courses via a global computer information network
ECOLLEGE.COM	75/734449	23-Jun-99	Pending	42	For: Computer services, namely, designing and implementing interactive network web pages for others for the transfer and dissemination of information via a multiuser global computer information network
ECOLLEGE.COM	75/734593	23-Jun-99	Pending	35	For: Advertising on a global electronic communications network for others; business services for others, namely, providing admissions, financial aid, registration and bursar's office information
ECOLLEGE.COM	75/734594	23-Jun-99	Pending	38	For: Providing online chat rooms for the transmission of messages on a global electronic communications network

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Trademark	Application Number	Filing Date	Status	Classes	Goods
ECOLLEGE.COM	75/734596	23-Jun-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network
ECOLLEGE.COM & Design	75/734149	23-Jun-99	Pending	35	For: Advertising on a global electronic communications network for others; business services for others, namely, providing admissions, financial aid, registration and bursar's office information
ECOLLEGE.COM & Design	75/734542	23-Jun-99	Pending	38	For: Providing online chat rooms for the transmission of messages on a global electronic communications network
ECOLLEGE.COM & Design	75/734595	23-Jun-99	Pending	41	For: Computer services, namely, providing interactive online courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over global computer information network

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Trademark	Application Number	Filing Date	Status	Classes	Goods
GO TO CLASS NAKED	75/601556	08-Dec-98	Pending	41	For: Computer services, namely, providing online courses of instruction at the college and post-graduate level via a global computer information network, namely distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network via the global computer information network
GO TO CLASS NAKED	75/609702	21-Dec-98	Pending	42	For: Computer services, namely, designing and implementing network web pages for others
GOING TO CLASS SUCKS	75/601557	08-Dec-98	Pending	41	For: Computer Services, namely, providing online courses of instruction at the college and post-graduate level via a global computer information network, namely distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network via the global computer information network
GOING TO CLASS SUCKS	75/609703	21-Dec-98	Pending	42	For: Computer services, namely, designing and implementing network web pages for others

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Trademark	Application Number	Filing Date	Status	Classes	Goods
REAL EDUCATION SYSTEM	75/586558	10-Nov-98	Pending	41, 42	For 41: Computer services, namely, providing an online course of instruction at the college and post-graduate level via a global computer information network, mainly distance learning, and providing a webliography of educational materials available over a global computer information network via the global computer information network and providing academic course administration services for other academic institutions, namely on line course registration and tuition administration For 42: Computer services, namely, design and implementing network web pages for others
WE INTERNET	75/706050	13-May-99	Pending	42	For: Computer services, namely, designing and implementing network web pages for others
WE INTERNET	75/706051	13-May-99	Pending	41	For: Computer services, namely, providing online courses of instruction at the college and post-graduate level via a global computer information network, namely distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network via the global computer information network

eCollege Trademark Registration Report

04-Oct-99

Trademark	Registration Number	Registration Date	Status	Classes	Goods
REAL EDUCATION	2247134	25-May-99	Registered	41, 42	For Class 41: Computer services, namely providing on-line courses of instruction at the college and post-graduate level via a global computer information network, namely, distance learning, and providing a webiography of educational materials available over a global computer information network via the global computer information network; providing academic course administration services for other academic institutions, namely, on-line course registration and tutition administration
					For Class 42: Computer services, namely, designing and implementing network web pages for others
REAL EDUCATION & Design	2260928	13-Jul-99	Registered	41, 42	For 41: Computer Services, namely, providing online courses of instruction at the college and post-graduate level via a global computer information network, namely distance learning, and providing registration in and financial administration of such courses and providing a webiography of educational materials available over a global computer information network via the global information network
					For 42: Computer Services, namely, designing and implementing network web pages for others

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Trademark	Registration Number	Registration Date	Status	Classes	Goods
REAL EDUCATION & Design	2271931	24-Aug-99	Registered	41, 42	<p>For 41: Computer services, namely, providing online courses of instruction at the college and postgraduate level via a global computer information network, namely distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network via global computer information network</p> <p>For 42: Computer services, namely, providing online courses of instruction at the college and postgraduate level via a global computer information network, namely distance learning, and providing registration in and financial administration of such courses and providing a webliography of educational materials available over a global computer information network via the global computer information network</p>



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

MAY 31, 2000

PTAS



101305579A

SILICON VALLEY BANK
PIA AMARILLAS
LOAN DOCUMENTATION HG150
3003 TASMAN DRIVE
SANTA CLARA, CALIFORNIA 95054

**UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT**

DOCUMENT ID NO.: 101305579

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. INSUFFICIENT FEE SUBMITTED, AUTHORIZATION TO CHARGE NOT GRANTED.
ADDITIONAL FEE REQUIRED IS \$75 .

ALLYSON PURNELL, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

RECORDED: 10/16/2000

TRADEMARK
REEL: 002167 FRAME: 0682