

12-11-2000



101545922

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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  
Effective Date  
Month Day Year

Change of Name

Other

#### Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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.)

12/08/2000 DNGUYEN 00000348 75899463

#### FOR OFFICE USE ONLY

01 FC:481 40.00 UP  
02 FC:482 325.00 UP

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

REEL: 002191 FRAME: 0948

**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

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.

#

**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)**

<input type="text" value="75/899463"/>	<input type="text" value="75/908478"/>	<input type="text" value="75/908479"/>	<input type="text" value="2,264,695"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/936438"/>	<input type="text" value="76/013544"/>	<input type="text" value="76/013566"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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**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:

#

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.

Sebastian Camua

12/6/00

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

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

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
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Name

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**Registration Number(s)**

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# INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of November 20, 2000 by and between SAND HILL CAPITAL II, LP ("Sand Hill") and Mentor Technologies Group, Inc. ("Parent"), Mentor Technologies Products, LLC ("Products"), Mentor Technologies Learning Solutions, LLC ("Solutions"), and Mentor Technologies Network Consulting, LLC ("Consulting"). Parent, Products, Solutions and Consulting are jointly and severally referred to herein as "Grantor".

This Agreement is entered into with reference to the following facts:

Sand Hill and Grantor 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, Grantor has granted to Sand Hill a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under the Collateral.

NOW, THEREFORE, Grantor agrees as follows:

To secure performance of its "Obligations" as defined in the Loan Agreement, Grantor grants to Sand Hill a security interest in all of Grantor's right, title and interest in Grantor'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).

Grantor represents and warrants that (i) listed on Schedule A hereto are all trademark registrations and pending registrations owned or controlled by Grantor or licensed to Grantor, (ii) listed on Schedule B are all patents and patent applications owned or controlled by Grantor or licensed to Grantor, and (iii) listed on Schedule C are all of Grantor's software, computer programs and other works of authorship subject to United States copyright protection which, under the Loan Agreement, are required to be registered with the United States Copyright Office. Grantor shall from time to time, execute and file such other instruments, and take such further actions as Sand Hill may reasonably request from time to time to perfect or continue the perfection of Sand Hill's interest in the intellectual property.

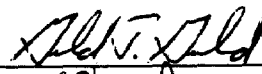
This security interest is granted in conjunction with the security interest granted to Sand Hill under the Loan Agreement. Each right, power and remedy of Sand Hill provided for herein shall not preclude the simultaneous or later exercise by Sand Hill of any or all other rights, powers or remedies.

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 all Grantors:

Mentor Technologies Group, Inc.

133 National Business Parkway  
Annapolis Junction, MD 20701

By   
Title VP & CFO

Mentor Technologies Products, LLC

By *[Signature]*  
Title VP & CFO

Mentor Technologies Learning Solutions, LLC

By *[Signature]*  
Title VP & CFO

Mentor Technologies Network Consulting, LLC

By *[Signature]*  
Title VP & CFO

Address of Sand Hill:

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

SAND HILL CAPITAL II, LP

By *[Signature]*  
Title *[Signature]*

Form: Version -2 7/31/00  
Document: Version -2

SCHEDULE A

LIST OF TRADEMARK REGISTRATIONS AND PENDING APPLICATIONS\*

<u>MARK</u>	<u>REG. NUMBER</u>	<u>REG. DATE</u>
VLAB	2,264,695	July 27, 1999

<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>
VLAB and Design	75/899,463	January 19, 2000
V and Design	75/908,478	February 2, 2000
VAUTHOR	75/908,479	February 2, 2000
IT'S NOT WHAT YOU KNOW BUT WHAT YOU CAN DO	75/936,438	March 6, 2000
GET YOUR SKILLS ON OUR GEAR	76/013,544	March 30, 2000
VOFFER	76/013,566	March 30, 2000
VCARD	76/ 040,074	May 3, 2000
VPOWERED	76/061,431 <del>76/01,431</del>	May 23, 2000
HEADS UP	76/054,978	May 23, 2000
REAL LABS	76/058,595	May 30, 2000
MENTOR TECHNOLOGIES	76/078,848	June 28, 2000
REAL LEARNING FOR A VIRTUAL WORLD	76/078,849	June 28, 2000



MARK

REG. NUMBER

REG. DATE

MENTOR  
TECHNOLOGIES  
with design

76/111,215

August 17, 2000

Filed in the  
European  
Community:

VLAB

CTM No.  
1815943

August 18, 2000

SCHEDULE B

LIST OF PATENTS AND PATENT APPLICATIONS \*

<u>U.S. Patent Application Number</u>	<u>Title of Application</u>
09/365,243	METHODS AND APPARATUS FOR A LEARNING STRUCTURE IN COMPUTER BASED TRAINING RELATING TO DEVICES
09/540,401	METHOD AND APPARATUS FOR COMPUTER TRAINING RELATING TO DEVICES USING A RESOURCE CONTROL MODULE
09/364,048	METHOD AND APPARATUS FOR COMPUTER BASED ASSESSMENT RELATING TO DEVICES
09/364,046	METHOD AND APPARATUS FOR A LEARNING STRUCTURE IN COMPUTER BASED TRAINING RELATING TO DEVICES
09/364,045	METHOD AND APPARATUS FOR A USER INTERFACE FOR COMPUTER BASED TRAINING RELATING TO DEVICES
09/364,047	METHOD AND APPARATUS FOR A VIRTUAL CLASSROOM
to be provided	METHOD AND SYSTEM FOR ASSESSMENT OF USER PERFORMANCE
<u>P C T Patent Application Number</u>	
PCT/US00/20508	METHODS AND APPARATUS FOR COMPUTER BASED TRAINING RELATING TO DEVICES
PCT/US00/20738	METHODS AND APPARATUS FOR COMPUTER TRAINING RELATING TO DEVICES USING A RESOURCE CONTROL MODULE

\* The foregoing patent applications are currently owned by Mentor Technologies Products, LLC.

SCHEDULE C

Copyrights

vLab<sup>®</sup> Software; vLab Classroom software and, our resource control module software

White Board Animations and Commands in Action animated help features

End User Materials related to use of the vLab for Cisco Learning System