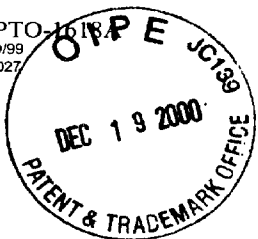


12-28-2000



FORM PTO-1018  
Expires 06/30/99  
OMB 0651-0027



John L. Koenig, Esq.  
White & McDermott, P.C.  
65 William Street  
Wellesley, MA 02481  
(781) 431-1700

101564949

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

Submission Type

- New
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Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
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Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year  
\_\_\_\_\_
- Merger
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name Ultiverse Technologies, Inc.

Execution Date  
Month Day Year  
12132000

Formerly \_\_\_\_\_

- 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 Silicon Valley Bank

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 3003 Tasman Drive

Address (line 2) \_\_\_\_\_

Address (line 3) Santa Clara

California

95054

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:  
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**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

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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)**

**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.

John L. Koemik  
Name of Person Signing

[Signature]  
Signature

12/18/00  
Date Signed



**INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This Intellectual Property Security Agreement dated December 13, 2000 is between SILICON VALLEY BANK ("Bank") and ULTIVERSE TECHNOLOGIES, INC. ("Grantor").

RECITALS

A. Bank will make advances to Grantor ("Loans") as described in the Loan and Security Agreement between Bank and Grantor of even date herewith (the "Loan Agreement"), but only if Grantor grants Bank a security interest in its Copyrights, Trademarks, Patents, and Mask Works.

B. Grantor has granted Bank a security interest in all of its right, title and interest, presently existing or later acquired to all the Collateral.

AGREEMENT

Grantor grants Bank a security interest in all of its right, title and interest in its Intellectual Property Collateral (such as the Copyrights, Patents, Trademarks and Mask Works listed on Schedules A, B, C, and D), and all proceeds (such as license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements rights throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part.

This security interest is granted in conjunction with the security interest granted under the Loan Agreement. Bank's rights and remedies in the security interest are in addition to those in the Loan Agreement and the other Loan Documents, and those available in law or equity. Bank's rights powers and interests are cumulative with every right, power or remedy provided here. Bank's exercise its rights, powers or remedies in this Agreement, the Loan Agreement or any other Loan Document, does not preclude the simultaneous or later exercise of any or all other right, power or remedy.

SILICON VALLEY BANK

ULTIVERSE TECHNOLOGIES, INC.

By:   
Douglas W. Marshall

By:   
Dr. Rami B. Safadi, Ph.D.,  
President & CEO



EXHIBIT C

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
FREEVERSE	76/147201	10/16/00
ULTIVERSE	75/628140	
ULTIVERSE (AND DESIGN)	75/676520	
ULTIFAX	75/627951	



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**WHITE & MCDERMOTT, P.C.**

COUNSELLORS AT LAW  
65 WILLIAM STREET  
WELLESLEY, MASSACHUSETTS 02481

David A. White  
Sharon Goddard White  
Kevin R. McNamara \*  
John L. Koenig †  
Diana C. Lee †  
John J. McCarthy, Jr. \*  
Harry J. Fleming  
Viveca J. Aghassi  
Rachel Goldstein Konforty \*

Telephone (781) 431-1700  
Facsimile (781) 237-8120  
mail@whitemcd.com

\* also admitted in NY  
† also admitted in CA

December 18, 2000

Of Counsel  
Scott F. McDermott

**BY FEDERAL EXPRESS**

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, DC 20231

Re: Assignment of Trademark

Dear Sir/Madam:

Enclosed are the following:

1. Recordation Form Cover Sheet – Trademarks, with an Intellectual Property Security Agreement attached, and a check for \$160 for 4 properties.
2. Recordation Form Cover Sheet – Patents, with an Intellectual Property Security Agreement attached, and a check for \$120 for 3 properties.

Please return the recorded forms to my attention.

Yours sincerely,

John L. Koenig

Encls.