

02-14-2001



FORM PTO-1595

1-31-92

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

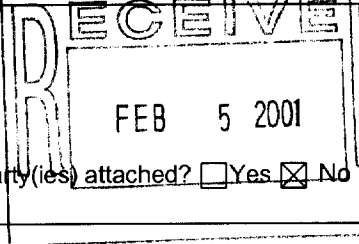
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2.5-01

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

1. Name of conveying party(ies):

Wonderhorse.com, Inc.



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

Name: Silicon Valley Bank

Internal Address: HA155

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other 12/04/00

Execution Date: 9/25/00

Street Address: 3003 Tasman Drive

City: Santa Clara State: CA ZIP: 95054

Additional name(s) & address(es) attached?  Yes  No

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

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Trademark Application No.(s)

B. Trademark No.(s)

76135241 ; 76159458 ; 76174489

76135242 ; 76159459 ; 76174490

76135243 ; 76159460 ; 76174491

76135244 ; 76159461 ; 76174492

76135245 ; 76159462 ; 76193288

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 HA155

Street Address: 3003 Tasman Dr.

City: Santa Clara State: Ca ZIP: 95054

6. Total number of applications and trademark involved: 15

7. Total fee (37 CFR 3.41): \$390.00

Enclosed

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.

Tracy Walton  
Name of Person Signing

Date 1-25-01

Total number of pages comprising cover sheet: 11

OMB No 0651 -0011 (Exp 4/94)

02/13/2001 6TON11 00000172 76135241  
01 FC:481 40.00 DP  
02 FC:482 350.00 DP

TRADEMARK  
REEL: 002234 FRAME: 0118

## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of December 4, 2000 by and between SILICON VALLEY BANK ("Bank") and WONDERHORSE.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 December 4, 2000 (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, Patents, and Mask Works 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, 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, Trademarks and Mask Works listed on Schedules A, B, C, and D 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.

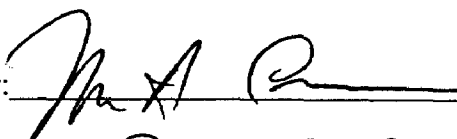
GRANTOR:

WONDERHORSE.COM

Address of Grantor:

83 Columbia, Suite 400  
Seattle, WA 98104

Attn: \_\_\_\_\_

By:   
Title: PRESIDENT & CEO

BANK:

SILICON VALLEY BANK

Address of Bank:

4110 Carillon Point  
Kirkland, WA 98033

Attn: \_\_\_\_\_


By:   
Title: Vice President

EXHIBIT A

Copyrights

Description

Registration/  
Application  
Number

Registration/  
Application  
Date

EXHIBIT B

Patents

Description

Registration/  
Application  
Number

Registration/  
Application  
Date

EXHIBIT C

Trademarks

Description

Registration/  
Application  
Number

Registration/  
Application  
Date

Wanderhorse

~~Wanderhorse logo~~

**WONDERHORSE.COM, INC.  
STATUS REPORT 1/24/01**

<b>MARK</b>	<b>CLASS</b>	<b>GOOD/SERVICES</b>	<b>FILING DATE</b>	<b>SERIAL NO.</b>	<b>STATUS</b>
WONDERHORSE	9	COMPUTER PROGRAMS, NAMELY SOFTWARE FOR USE IN THE CREATION, DELIVERY, PLAYING AND VIEWING OF VIDEO, GRAPHIC, AUDIO, TEXT, COMPUTER PROGRAMS AND OTHER DATA OVER GLOBAL COMPUTER AND COMMUNICATION NETWORKS; COMPUTER SOFTWARE WHICH ALLOWS THE ENCODING, TRANSMITTING, AND RECEIVING OF PICTURES, VIDEO, TEXT, AND/OR AUDIO OVER LOCAL AND GLOBAL NETWORKS.	September 26, 2000	76135241	Application Pending
WONDERHORSE	35	ADVERTISING SERVICES, NAMELY, DISTRIBUTING ADVERTISEMENTS FOR OTHERS IN CONNECTION WITH DIGITAL PROGRAMMING OVER WIRED AND WIRELESS NETWORKS.	"	76135242	Application Pending
WONDERHORSE	38	COMMUNICATIONS, SERVICES, NAMELY, PROVIDING TRANSMISSION OF DIGITAL PROGRAMMING OVER WIRED AND WIRELESS NETWORKS.	"	76135243	Application Pending
WONDERHORSE	41	ENTERTAINMENT SERVICES, NAMELY, DISTRIBUTION OF DIGITAL PROGRAMMING FOR OTHERS OF SPORTS, RADIO, TELEVISION, ENTERTAINMENT, CORPORATE, BUSINESS AND MUSIC EVENTS AND TALK SHOWS IN DIGITIZED AUDIO AND VIDEO ANALOG/DIGITAL SIGNAL FORM BY MEANS OF WIRED AND WIRELESS NETWORKS.	"	76135244	Application Pending
WONDERHORSE	42	AUDIO AND VIDEO STREAMING AND OTHER WEB TECHNOLOGY TO ORGANIZATIONS FOR USE ON THEIR WEBSITES VIA THE GLOBAL COMPUTER INFORMATION NETWORKS; SYNDICATION OF RADIO, TELEVISION, AND OTHER AUDIO, AUDIOVISUAL, AND INTERACTIVE PROGRAMMING, CONTENT AND TECHNOLOGY VIA THE GLOBAL COMPUTER INFORMATION NETWORK; DELIVERY OF ARCHIVE AUDIO, VIDEO, AUDIOVISUAL, AND INTERACTIVE BROADCASTING BY MEANS OF WIRED AND WIRELESS NETWORKS; PROVIDING.	"	76135245	Application Pending

MARK	CLASS	GOOD/SERVICES	FILING DATE	SERIAL NO.	STATUS
MICROPHONE and Design	9	<p>COMMUNICATIONS AND PUBLISHING TOOLS, APPLICATIONS, AND ENTERTAINMENT TO CONSUMERS VIA THE GLOBAL COMPUTER INFORMATION NETWORK; COMMUNICATIONS SERVICES, NAMELY PROVIDING TRANSMISSION AND DELIVERY OF DIGITIZED AUDIO AND VIDEO ANALOG/DIGITAL SIGNALS IN THE NATURE OF DIGITAL PROGRAMS OF SPORTS, RADIO, TELEVISION, ENTERTAINMENT, CORPORATE, INFORMATION, BUSINESS, AND MUSIC EVENTS AND TALK SHOWS BY MEANS OF WIRED AND WIRELESS NETWORKS; ENTERTAINMENT SERVICES, NAMELY, DISTRIBUTION OF DIGITAL PROGRAMMING FOR OTHERS AND SELF PRODUCED SPORTS, RADIO, TELEVISION, ENTERTAINMENT, CORPORATE, INFORMATION, BUSINESS, AND MUSIC EVENTS AND TALK SHOWS IN DIGITIZED AUDIO AND VIDEO ANALOG/DIGITAL SIGNAL FORM BY MEANS OF WIRED AND WIRELESS NETWORKS; COMPUTER SERVICES, NAMELY OPERATING WEB SITES ON A WIDE VARIETY OF TOPICS WHICH PROVIDE USERS WITH VIDEO, GRAPHIC, AUDIO, TEXT, COMPUTER PROGRAMS AND OTHER DATA IN A SPECIFIED FORMAT; PROVIDES TEMPORARY USE OF AUDIO, VIDEO, AND INTERACTIVE CORE APPLICATIONS ACCESSABLE FROM A GLOBAL COMPUTER NETWORK.</p>	November 3, 2000	76159458	Application Pending
MICROPHONE and	35	<p>ADVERTISING SERVICES, NAMELY, DISTRIBUTING ADVERTISEMENTS FOR OTHERS IN CONNECTION WITH</p>	"	76159459	Application Pending



MARK	CLASS	GOOD/SERVICES	FILING DATE	SERIAL NO.	STATUS
Design		DIGITAL PROGRAMMING OVER WIRED AND WIRELESS NETWORKS.			
MICROPHONE and Design	38	COMMUNICATIONS, SERVICES, NAMELY, PROVIDING TRANSMISSION OF DIGITAL PROGRAMMING OVER WIRED AND WIRELESS NETWORKS.	"	76159460 ✓	Application Pending
MICROPHONE and Design	41	ENTERTAINMENT SERVICES, NAMELY, DISTRIBUTION OF DIGITAL PROGRAMMING FOR OTHERS OF SPORTS, RADIO, TELEVISION, ENTERTAINMENT, CORPORATE, BUSINESS AND MUSIC EVENTS AND TALK SHOWS IN DIGITIZED AUDIO AND VIDEO ANALOG/DIGITAL SIGNAL FORM BY MEANS OF WIRED AND WIRELESS NETWORKS.	"	76159461 ✓	Application Pending
MICROPHONE and Design	42	AUDIO AND VIDEO STREAMING AND OTHER WEB TECHNOLOGY TO ORGANIZATIONS FOR USE ON THEIR WEBSITES VIA THE GLOBAL COMPUTER INFORMATION NETWORKS; SYNDICATION OF RADIO, TELEVISION, AND OTHER AUDIO, AUDIOVISUAL, AND INTERACTIVE PROGRAMMING, CONTENT AND TECHNOLOGY VIA THE GLOBAL COMPUTER INFORMATION NETWORK; DELIVERY OF ARCHIVE AUDIO, VIDEO, AUDIOVISUAL, AND INTERACTIVE BROADCASTING BY MEANS OF WIRED AND WIRELESS NETWORKS; PROVIDING COMMUNICATIONS AND PUBLISHING TOOLS, APPLICATIONS, AND ENTERTAINMENT TO CONSUMERS VIA THE GLOBAL COMPUTER INFORMATION NETWORK; COMMUNICATIONS SERVICES, NAMELY PROVIDING TRANSMISSION AND DELIVERY OF DIGITIZED AUDIO AND VIDEO ANALOG/DIGITAL SIGNALS IN THE NATURE OF DIGITAL PROGRAMS OF SPORTS, RADIO, TELEVISION, ENTERTAINMENT, CORPORATE, INFORMATION, BUSINESS, AND MUSIC EVENTS AND TALK SHOWS BY MEANS OF WIRED AND WIRELESS NETWORKS; ENTERTAINMENT SERVICES, NAMELY, DISTRIBUTION OF DIGITAL PROGRAMMING FOR OTHERS AND SELF PRODUCED SPORTS, RADIO, TELEVISION,	"	76159462 ✓	Application Pending

MARK	CLASS	GOOD/SERVICES	FILING DATE	SERIAL NO.	STATUS
		ENTERTAINMENT, CORPORATE, INFORMATION, BUSINESS, AND MUSIC EVENTS AND TALK SHOWS IN DIGITIZED AUDIO AND VIDEO ANALOG/DIGITAL SIGNAL FORM BY MEANS OF WIRED AND WIRELESS NETWORKS; COMPUTER SERVICES, NAMELY OPERATING WEB SITES ON A WIDE VARIETY OF TOPICS WHICH PROVIDE USERS WITH VIDEO, GRAPHIC, AUDIO, TEXT, COMPUTER PROGRAMS AND OTHER DATA IN A SPECIFIED FORMAT; PROVIDES TEMPORARY USE OF AUDIO, VIDEO, AND INTERACTIVE CORE APPLICATIONS ACCESSABLE FROM A GLOBAL COMPUTER NETWORK.			
TALK JOCKEY	38	COMMUNICATIONS, SERVICES, NAMELY, PROVIDING TRANSMISSION OF DIGITAL PROGRAMMING AND BROADCASTING OVER WIRED AND WIRELESS NETWORKS.	December 1, 2000	76174489	Application Pending
TALK JOCKEY	42	DELIVERY OF AUDIO, VIDEO, AUDIOVISUAL, AND INTERACTIVE BROADCASTING BY MEANS OF WIRED AND WIRELESS NETWORKS; AND ENTERTAINMENT TO CONSUMERS VIA THE GLOBAL COMPUTER INFORMATION NETWORK.	"	76174490	Application Pending
TJ	38	COMMUNICATIONS, SERVICES, NAMELY, PROVIDING TRANSMISSION OF DIGITAL PROGRAMMING AND BROADCASTING OVER WIRED AND WIRELESS NETWORKS.		76174491	Application Pending
TJ	42	DELIVERY OF AUDIO, VIDEO, AUDIOVISUAL, AND INTERACTIVE BROADCASTING BY MEANS OF WIRED AND WIRELESS NETWORKS; AND ENTERTAINMENT TO CONSUMERS VIA THE GLOBAL COMPUTER INFORMATION NETWORK.		76174492	Application Pending
QUEUED VOICE CALLBACK	42	AUDIO AND VIDEO STREAMING AND OTHER WEB TECHNOLOGY TO ORGANIZATIONS FOR USE ON THEIR WEBSITES VIA THE GLOBAL COMPUTER INFORMATION NETWORKS; SYNDICATION OF RADIO, TELEVISION, AND OTHER AUDIO, AUDIOVISUAL, AND INTERACTIVE	January 1, 2001	76193288	Application Pending

MARK	CLASS	GOOD/SERVICES	FILING DATE	SERIAL NO.	STATUS
		<p>PROGRAMMING, CONTENT AND TECHNOLOGY VIA THE GLOBAL COMPUTER INFORMATION NETWORK; DELIVERY OF ARCHIVE AUDIO, VIDEO, AUDIOVISUAL, AND INTERACTIVE BROADCASTING BY MEANS OF WIRED AND WIRELESS NETWORKS; PROVIDING COMMUNICATIONS AND PUBLISHING TOOLS, APPLICATIONS, AND ENTERTAINMENT TO CONSUMERS VIA THE GLOBAL COMPUTER INFORMATION NETWORK; COMMUNICATIONS SERVICES, NAMELY PROVIDING TRANSMISSION AND DELIVERY OF DIGITIZED AUDIO AND VIDEO ANALOG/DIGITAL SIGNALS IN THE NATURE OF DIGITAL PROGRAMS OF SPORTS, RADIO, TELEVISION, ENTERTAINMENT, CORPORATE, INFORMATION, BUSINESS, AND MUSIC EVENTS AND TALK SHOWS BY MEANS OF WIRED AND WIRELESS NETWORKS; ENTERTAINMENT SERVICES, NAMELY, DISTRIBUTION OF DIGITAL PROGRAMMING FOR OTHERS AND SELF PRODUCED SPORTS, RADIO, TELEVISION, ENTERTAINMENT, CORPORATE, INFORMATION, BUSINESS, AND MUSIC EVENTS AND TALK SHOWS IN DIGITIZED AUDIO AND VIDEO ANALOG/DIGITAL SIGNAL FORM BY MEANS OF WIRED AND WIRELESS NETWORKS; COMPUTER SERVICES, NAMELY OPERATING WEB SITES ON A WIDE VARIETY OF TOPICS WHICH PROVIDE USERS WITH VIDEO, GRAPHIC, AUDIO, TEXT, COMPUTER PROGRAMS AND OTHER DATA IN A SPECIFIED FORMAT; PROVIDES TEMPORARY USE OF AUDIO, VIDEO, AND INTERACTIVE CORE APPLICATIONS ACCESSABLE FROM A GLOBAL COMPUTER NETWORK.</p>			