

03-02-2001

Client Code: TEMPEST.006T



OVER SHEET ONLY

2.12.01

101624620

TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

TEMPEST FINANCIAL SERVICES

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State
- Other:

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

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

Name: KNOBBE, MARTENS, OLSON & BEAR, LLP
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660

- Individual
- 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) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other: Security Interest

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) January 2, 2001

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

- a. Trademark Application No(s): 76/066,805
- b. Trademark Application No(s): 76/066,818
- c. Trademark Application No(s): 76/090,156

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Darrell L. Olson
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.: TEMPEST.006T

7. Total fee (37 CFR 3.41): \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 3

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.

Darrell L. Olson
Name of Person Signing

Signature

2/7/01
Date

Total number of pages including cover sheet, attachments and document: 2

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002243 FRAME: 0108

40.00 OF
50.00 OF
00000077500680
03/01/2001 10:15:00
01 FD:491
02 FD:492

A. Debtor Name and Mailing Address: Individual (Last, First, Middle Name)

Business (Legal Business Name)

Tempest Financial Services
1950 North Park Place, Suite 400
Atlanta, GA 30339

CTY# YEAR UCC #
060200100034

Filed and Recorded Jan-02-2001 01:33pm
Juanita Hicks
Clerk of Superior Court
Fulton County, Georgia

3. Enter Social Security /Tax ID# _____ 1C. Check if exempt under Item 6

A. Debtor Name and Mailing Address: Individual (Last, First, Middle Name)

Business (Legal Business Name)

3. Enter Social Security /Tax ID# _____ 2C. Check if exempt under Item 6

A. Debtor Name and Mailing Address: Individual (Last, First, Middle Name)

Business (Legal Business Name)

B. Enter Social Security /Tax ID# _____ 3C. Check if exempt under Item 6

Secured Party Name and Mailing Address: Individual (Last, First, Middle Name)

Business (Legal Business Name)

Knobbe, Martens, Olson & Bear LLP
620 Newport Center Drive, 16th Floor
Newport Beach, CA 92660

5. Assignee Name and Mailing Address: Individual (Last, First, Middle Name)

Business (Legal Business Name)

6. Exceptions for Social Security/Tax ID# - O.C.G.A. 11-9-402(9): Financing Statement filed to perfect a security interest in collateral already subject to a security interest in another jurisdiction when it is brought into this state or when the debtor's location is changed to this state, or the debtor is not required to have such a number.

7. Check Only if BOTH: (i) Collateral is consumer goods as defined in O.C.G.A. 11-9-109 and (ii) the secured obligation is originally \$5,000 or less, and give maturity date (MONTH/DAY/ YEAR) or state "None"

8. Check ONLY if applicable.
A. Collateral on Consignment.
B. Collateral on Lease.

A. This financing statement covers the following types or items of collateral:

ending Trademark: 76/066805 Filed 6/9/00 DIGITAL TEMPEST
ending Trademark: 76/066818 Filed 6/9/00 VIADT
ending Trademark: 76/090156 Filed 7/17/00 DIGITAL TEMPEST AND DESIGN
ending Patent: 60/190150 Filed 3/17/00 E-COMMERCE PAYMENT SYSTEM
ending Patent: 60/215149 Filed 6/30/00 E-COMMERCE PAYMENT SYSTEM

9C. Enter collateral code(s) from back of form that best describes collateral covered by this filing:

0400

B. Products of collateral are also covered.

3. Check if applicable and include reasonable description of the real estate in Item 9A:

A. Crops growing or to be grown. B. Minerals or the like (including oil and gas) or accounts subject to O.C.G.A. 11-9-103(5). C. Fixture filing pursuant to O.C.G.A. 11-9-313.

1. Name of the Record Owner(s) or Record Lessee(s) (if debtor does not have an interest of record in the real estate):

2. County or Counties in which the affected real estate is located (Must be identified if filing covers crops, mineral or fixtures):

3. This statement is filed without the debtor's signature to perfect a security interest in collateral (check only if applicable):

A. already subject to a security interest in another jurisdiction when it was brought into this state or debtor's location changed to this state;
B. which is proceeds of the original collateral described above in which a security interest was perfected;
C. as to which the filing has lapsed;
D. acquired after a change of debtor's name, identity or corporate structure; or
E. described in a security agreement / real estate mortgage attached hereto in accordance with O.C.G.A. 11-9-402(1).

4. Signature(s) of Debtor(s)

15. Signature(s) of Secured Party(ies)

Jordan Olson attorney-in-account

5. Return Copy To: Name and Address

Knobbe, Martens, Olson & Bear LLP
Attn: Danielle Walsh
620 Newport Center Drive, 16th Floor
Newport Beach, CA 92660

STATE OF GEORGIA - FINANCING STATEMENT

UCC-1 (REVISED 1/1/1995)

FORM MUST BE TYPED.
READ INSTRUCTIONS ON BACK
BEFORE FILLING OUT FORM.