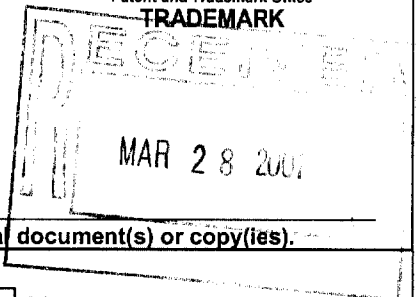


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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)

- 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.

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

04/15/2001 LMUELLER 00000161 1933345

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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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

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 (408) 654-1000

Name Silicon Valley Bank

Address (line 1) 3003 Tasman Dr., HF 226

Address (line 2) Santa Clara, CA 95054

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 6

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)

1,983,345

1,924,599

Number of Properties Enter the total number of properties involved. # 2

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 65.00

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.

Michelle Medina Michelle Medina 3/22/01

Name of Person Signing

Signature

Date Signed

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated October 1, 1999 (this "Agreement"), is between SILICON VALLEY BANK ("Bank") and AMERICAN FUNDWARE, INC., a Colorado corporation, and THE FLAGSHIP GROVE INC, a Colorado corporation (collectively, "Grantor").

RECITALS

Bank will make advances to Grantor as described in that certain Accounts Receivable Financing Agreement, dated as of the date hereof, between Bank and Grantor (the "Financing Agreement"), but only if Grantor grants Bank a security interest in its intellectual property, pursuant to both the Financing Agreement and this Agreement.

AGREEMENT

Grantor hereby grants Bank a security interest in and to all of its right, title and interest in and to its intellectual property (such as the Copyrights, Patents, Trademarks and Mask Works listed on Schedules A, B, C, and D hereto), and all proceeds of any thereof (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.

The foregoing security interest granted by Grantor to Bank is granted in conjunction with the security interest granted by Grantor to Bank pursuant to the Financing Agreement. Bank's security interest therein, and rights and remedies with respect thereto, as set forth in both this Agreement and the Financing Agreement, are cumulative and in addition to those available in law or equity. Bank's exercise of any of its rights, powers or remedies pursuant to either this Agreement or the Financing Agreement does not preclude the simultaneous or later exercise of any or all other rights, powers or remedies.

BORROWER: AMERICAN FUNDWARE, INC.

By: [Signature]
Title: CHIEF EXECUTIVE OFFICER

BORROWER: THE FLAGSHIP GROUP INC.

By: [Signature]
Title: CHIEF EXECUTIVE OFFICER

BANK: SILICON VALLEY BANK,
Specialty Finance Division

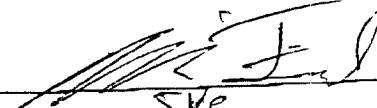
By: 
Title: SVP

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

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12-28-99 13:21 From-BUCHALTER ER

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T-017 P.24/33 F-077

EXHIBIT B

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

SF-WAS41260057005-JAG WPD

EXHIBIT "C"

TRADEMARKS

<u>TRADEMARK</u> <u>DESCRIPTION</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>REG. NO</u>	<u>STATUS</u>
	USA	74-257,160	1,983,345	Registered
	USA	74-467,240	1,924,599	Registered

EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date

SI-W\S41260057005-JAC.WPD