



05-29-2001

D #

FORM PTO-1594 (Rev. 6-93)

RECO



101733078

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents thereof.

ached original documents or copy

1. Name of conveying party(ies):

Internet Pictures Corporation

- Individual(s), Association, General Partnership, Limited Partnership, Corporation - Delaware, Other

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

5-23-01

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: May 14, 2001

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

Name: Image Investor Portfolio, a separate series of Memphis Angels, LLC

Internal Address:

Street Address: 6410 Poplar Avenue, Suite 395

City: Memphis State: TN Zip: 38119

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation - Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

SEE ATTACHED EXHIBIT A

B. Trademark Registration No.(s)

SEE ATTACHED EXHIBIT A

Additional numbers attached? Yes No

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

Name: Cooley Godward LLP

Internal Address: Mary G. Manley, Esq.

Street Address: One Freedom Square 11951 Freedom Drive, Reston Town Center

City: Reston State: VA ZIP 20190-5601

6. Total number of applications and registrations involved: 31

7. Total fee (37 CFR 3.41): \$790.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

03-3118

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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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.

Mary G. Manley, Esq.

5/23/01 Date

Total number of pages including cover sheet, attachments, and document: 15

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

<u>Application Number/ Mark</u>	<u>Registration Number/ Mark</u>		
75/282,974	INTERACTV	1,525,374	REALIZING THE IMAGINABLE
75/458,580	IPIX AND DESIGN	1,850,581	OMNIVIEW
75/672,753	PICTUREBAY	2,099,224	THE VIRTUAL EYE
75/677,680	V360	2,261,417	IPIX
75/677,681	VIDEO 360	2,206,071	NETCARD
75/678,028	BAMBOO.COM	2,211,743	HOTSHOTS
75/678,756	BAMBOO	2,272,703	SPIN
75/687,451	BAMBOO.COM & DESIGN	2,224,658	VIDEOBRUSH
75/735,652	VIP TV		
75/748,725	RIMFIRE		
75/788,396	RIMFIRE		
75/798,162	IPIX: THE EYES OF THE INTERNET		
75/799,476	STEP INSIDE THE PICTURE		
75/861,052	IPIX: WE GIVE YOU ABETTER VIEW		
75/861,054	IPIX: SEE ACROSS THE INTERNET		
75/861,055	IPIX: THE INTERNET WITH A VIEW		
75/883,033	MYPHOTOBUBBLE		
75/894,611	IPIX: BETTER VISUAL CONTENT FOR THE INTERNET		
75/932,892	STORE.E.CARD & DESIGN		
76/110,826	PIXCAST		
76/110,827	BE DYNAMIC		
76/130,248	MOVIES		
76/148,309	ISIGHT 360		
76/171,694	CYCLOPS		

INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of May 14, 2001 by and between IMAGE INVESTOR PORTFOLIO, a separate series of MEMPHIS ANGELS, LLC, a Delaware limited liability company, ("**Lender**") and INTERNET PICTURES CORPORATION, a Delaware corporation ("**Grantor**").

RECITALS

A. Lender has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "**Loan**") in the amounts and manner set forth in that certain Securities Purchase Agreement by and between Grantor and Lender dated of even date herewith (as the same may be amended, modified or supplemented from time to time, the "**Purchase Agreement**"; capitalized terms used herein are used as defined in the Purchase Agreement). Lender is willing to make the Loan to Grantor, but only upon the condition, among others, that Grantor shall grant to Lender a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under that certain Convertible Promissory Note dated of even date herewith made by Grantor in favor of Lender (the "**Note**").

B. Pursuant to the terms of the Security Agreement, Grantor has granted to Lender 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 Note and all of the other Documents, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Note and all of the other Documents, Grantor grants and pledges to Lender a security interest in all of Grantor's right, title and interest in, to and under its current and future Copyrights, Patents and Trademarks (including without limitation those copyright, patent and trademark registrations and applications listed on Schedules A, B and C hereto), and including without limitation all proceed 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 Lender under the Security Agreement dated as of the date hereof. The rights and remedies of Lender with respect to the security interest granted hereby are in addition to those set forth in the Purchase Agreement, the Security Agreement and the other Documents, and those which are now or hereafter available to Lender as a matter of law or equity. Each right, power and remedy of Lender provided for herein or in the Purchase Agreement or any of the 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 Lender of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Purchase Agreement or any of the other Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Lender, of any or all other rights, powers or remedies.

Counterparts. This Intellectual Property Security Agreement may be executed in any number of separate counterparts, each of which, when so executed, shall be deemed an original, and all of said counterparts taken together shall be deemed to constitute but one and the same instrument.

In Witness Whereof, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

Address of Grantor:

1009 Commerce Park Drive
Oak Ridge, TN 37830

INTERNET PICTURES CORPORATION,
a Delaware corporation

By: 

Name: James M. Phillips

Title: Chairman + Chief Executive
Officer

LENDER:

Address of Lender:

6410 Poplar Avenue, Suite 395
Memphis, TN 38119

IMAGE INVESTOR PORTFOLIO,
a separate series of

MEMPHIS ANGELS, LLC,
a Delaware limited liability company

By: **PARADIGM CAPITAL EQUITY
PARTNERS, LLC,**
its Manager

By: **PARADIGM HOLDINGS,**
its Managing Member

By: _____

Name:

Title:

In Witness Whereof, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

Address of Grantor:

1009 Commerce Park Drive
Oak Ridge, TN 37830

INTERNET PICTURES CORPORATION,
a Delaware corporation

By: _____
Name:
Title:

LENDER:

Address of Lender:

6410 Poplar Avenue, Suite 395
Memphis, TN 38119

IMAGE INVESTOR PORTFOLIO,
a separate series of

MEMPHIS ANGELS, LLC,
a Delaware limited liability company

By: **PARADIGM CAPITAL EQUITY
PARTNERS, LLC,**
its Manager

By: **PARADIGM HOLDINGS,**
its Managing Member

By: Frank McGrew
Name: Frank McGrew
Title: Managing Partner

EXHIBIT A
COPYRIGHTS

<u>Title</u>	<u>Registration/ Number</u>	<u>Registration/ Date</u>
AUTOMATIC CAMERA TRACKING FOR THE RM-10A MANIPULATOR SOFTWARE PACKAGE	TX1833638	June 10, 1986
COURSE BUILDER	TX2165276	June 11, 1987
MACINTOSH TOUCH SCREEN DRIVER	TX2128326	August 4, 1987
COURSE CREATOR: VIDEODISC INTERACTIVE DEVELOPMENT SYSTEM	TXu405691	November 24, 1989
INTERCESSOR RUN-TIME CODE	TXu409849	November 24, 1989
NETWORK MANAGER VERSION 1.0	TXu400963	November 27, 1989
IMAGE MAKER	TXu541176	October 26, 1992
NETCARD: VERSION 1.1	TX4832164	January 19, 1999
PHOTO ENHANCER PLUS 3.2	TX4832157	January 19, 1999
PICTUREWORKS LIVE 1.3	TX4832166	January 19, 1999
PICTUREWORKS VIEWER	TX4832167	January 19, 1999
REAL ESTATE PROFESSIONAL INTERNET MARKETING TOOLKIT 1.0	TX4832162	January 19, 1999
SPIN PANORAMA 2.0	TX4832158	January 19, 1999

SPIN PHOTOOBJECT 1.0	TX4832154	January 19, 1999
VR TOUR	TX4832162	January 19, 1999
CARNIVAL CRUISE IPX; SAAB; ARCHIVE	PAu2366956	May 13, 1999
IPIX IMAGE HEADER COMPUTER PROGRAM	TXu834301	May 26, 1999
HOT SHOTS 1.5		
PHOTOCATALOG		
SPIN PHOTOOBJECT		
RIMFIRE		
PICTUREBAY		
MEDIA CENTER		
WEB PUBLISHER		

**EXHIBIT B
PATENTS**

U.S. PATENT APPLICATIONS	APPLICATION SERIAL NUMBER	FILING DATE
Method for Directly Scanning an Imaging Element Using a Non-linear Scan	08/373,446	01/17/95
Method and mechanism for Automatic Opposing Alignment of Photographic Image Capture	08/767,376	12/16/96
Omniview Motionless Camera Orientation System	08/887,319	07/02/97
Method and Apparatus for Providing Perceived Video Viewing Experiences Using Still Images	09/093,337	06/09/98
Method for Creation and Interactive Viewing of Totally Immersive Stereoscopic Images	09/168,174	10/08/98
System for Omnidirectional Image Viewing at a Remote Location Without the Transmission of Control Signals to Select Viewing Parameters	09/259,273	03/01/99
Method and Apparatus for Simultaneous Capture of a Spherical Image	09/315,962	05/21/99
Method and Apparatus for the Interactive Display of any Portion of Spherical Image	09/399,754	09/21/99
Immersive Video Presentation	09/546,537	04/10/00
Method and Apparatus for Providing Virtual Processing Effects for Wide-Angle Video Images	09/546,659	04/10/00
Virtual Theater	09/546,331	04/10/00
Remote Platform for Camera	09/546,183	04/10/00
Method and Apparatus for Providing Video Viewing Experience Using Still Images	60/012,033	02/21/96
Apparatus, Media, and Method for Capturing and Processing Spherical Video Images	60/128,613	04/08/99
Web-Based Media Submission Tool	09/357,836	07/21/99

EXHIBIT B
PATENTS

U.S. PATENT APPLICATIONS	APPLICATION SERIAL NUMBER	FILING DATE
Media Acquisition, Processing Distribution System for the Internet	09/440,461	11/15/99
Method and Apparatus for Creating Seamless Digital Panoramic Images	09/086,204	05/28/98
Method and Apparatus for Automatic Immersive Image Viewer Creation and Distribution	09/391,051	09/07/99
Presenting Manipulating and Serving Immersive Images	09/347,777	07/06/99
Velocity-Dependent Dewarping of Images	09/472,648	12/27/99
Automatic Electronic Dissemination of Interactive Data	60/230,774	09/07/00
A Method and Apparatus for Hosting a Network Camera Including a Heartbeat Mechanism	Not Yet Assigned	04/12/01
A Method and Apparatus for Hosting a Network Camera Using Multiple Paths	Not Yet Assigned	04/12/01
A Method and Apparatus for Hosting a Network Camera with Image Degradation	Not Yet Assigned	04/12/01
A Method and Apparatus for Hosting a Network Camera Refresh Degradation	Not Yet Assigned	04/12/01
A Method and Apparatus for Hosting a Network Camera with Image Selection	Not Yet Assigned	04/12/01

**EXHIBIT B
PATENTS**

FOREIGN PATENTS AND PATENT APPLICATIONS	APPLICATION NUMBER	FILING DATE
Omniview Motionless Camera Orientation System	PCT/US92/3728	05/05/92
Omniview Motionless Camera Orientation System	EP 92911877	05/05/92
Omniview Motionless Camera Orientation System	EP 99118032 (Divisional app.)	05/05/92
Omniview Motionless Camera Orientation System	JP 511159/92	05/05/92
Totally Visual Static Camera Monitoring System	JP 47651/94	02/08/94
Omniview Motionless Camera Surveillance System	EP 94101834	02/07/94
Omniview Motionless Camera Surveillance System (Full Field Still Camera and Surveillance System)	JP 276560/99	09/29/99
Method and Apparatus for Creating Spherical Images	PCT/US96/10484	06/21/96
Method and Apparatus for Creating Spherical Images	AU 63866/96	06/21/96
Method and Apparatus for Creating Spherical Images	JP 503892/96	06/21/96
	JP 503892/97	12/24/97
Method and Apparatus for Creating Spherical Images	EP 96923323	06/21/96
Method and Apparatus for Providing Perceived Video Viewing Experiences Using Still Images	PCT/US97/2530	02/20/97
Method and Apparatus for Providing Perceived Video Viewing Experiences Using Still Images	AU 723,085 (patent issued on 08/17/00)	02/20/97
Method and Apparatus for Providing Perceived Video Viewing Experiences Using Still Images	CA 2,247,083	02/20/97
Method and Apparatus for Providing Perceived Video Viewing Experiences Using Still Images	EP 97906661	02/20/97
Method and Apparatus for Providing Perceived Video Viewing Experiences Using Still Images	JP 09-530278	02/20/97
Method and Apparatus for Providing Perceived Video Viewing Experiences Using Still Images	MX 986828	02/20/97

**EXHIBIT B
PATENTS**

FOREIGN PATENTS AND PATENT APPLICATIONS	APPLICATION NUMBER	FILING DATE
Method and Apparatus for Providing Perceived Video Viewing Experiences Using Still Images	SG 9804697-2	02/20/97
Viewer Profile of Broadcast Data and Browser	PCT/US97/12001	07/10/97
Viewer Profile of Broadcast Data and Browser	AU 39588/97	07/10/97
Method and Mechanism for Automatic Opposing Alignment of Photographic Image Capture	PCT/US97/23380	12/16/97
Method and Apparatus for Inserting a High Resolution Image into a Low Resolution Interactive Image to Produce a Realistic Immersive Experience	PCT/US98/6890	04/07/98
Method and Apparatus for Inserting a High Resolution Image into a Low Resolution Interactive Image to Produce a Realistic Immersive Experience	AU 68887/98	04/07/98
Method and Apparatus for Inserting a High Resolution Image into a Low Resolution Interactive Image to Produce a Realistic Immersive Experience	CA 2,286,166	10/06/99
Method and Apparatus for Inserting a High Resolution Image into a Low Resolution Interactive Image to Produce a Realistic Immersive Experience	EP 98914568	04/07/98
Method and Apparatus for Inserting a High Resolution Image into a Low Resolution Interactive Image to Produce a Realistic Immersive Experience	JP 543037/98	04/07/98
Method and System for the Creation and Interactive Viewing of Totally Immersive Stereoscopic Images	PCT/US98/21304	10/08/98
Method and Apparatus for the Creation and Interactive Viewing of Totally Immersive Stereoscopic Images	EP 98953342	10/08/98
	EP 98953342.7	04/07/00
Method and Apparatus for the Creation and Interactive Viewing of Totally Immersive Stereoscopic Images	AU 10741/99	10/08/98
Method and Apparatus for the Creation and Interactive Viewing of Totally Immersive Stereoscopic Images	CA 2,305,229	04/07/00

**EXHIBIT B
PATENTS**

FOREIGN PATENTS AND PATENT APPLICATIONS	APPLICATION NUMBER	FILING DATE
Method and Apparatus for the Creation and Interactive Viewing of Totally Immersive Stereoscopic Images	JP 515385/00	04/06/00
Method and Apparatus for the Creation and Interactive Viewing of Totally Immersive Stereoscopic Images	SG 2000019406	04/06/00
Method and Apparatus for the Creation and Interactive Viewing of Totally Immersive Stereoscopic Images	KR 10 2000 7003833	04/08/00
Apparatus, Media and Method For Capturing and Processing Spherical Images	PCT/US99/7667	04/08/99
Apparatus, Media and Method For Capturing and Processing Spherical Images	AU 36384/99	04/08/99
Method and Apparatus for Creating Seamless Digital Panoramic Images	PCT/US99/10500	05/12/99
Method and Apparatus for Creating Seamless Digital Panoramic Images	AU 40764/99	05/12/99
Method and Apparatus for Providing Virtual Processing Effects for Wide-Angle Video Images	PCT/US00/09464	04/10/00
Method and Apparatus for Providing Virtual Processing Effects for Wide-Angle Video Images	AU 43364/00	04/10/00
Virtual Theater	PCT/US00/09462	04/10/00
Virtual Theater	AU 43363/00	04/10/00
Perspective-Corrected Video Presentations	PCT/US00/09463	04/10/00
Perspective-Corrected Video Presentations	AU 44532/00	04/10/00
Remote Controlled Platform for Camera	PCT/US00/09469	04/10/00
Remote Controlled Platform for Camera	AU 42210/00	04/10/00
Method and Apparatus for Automatic Immersive Image Viewer Creation and Distribution	PCT/US00/17748	06/27/00
Omniview Motionless Camera Orientation System	JP 3051173	03/31/00

EXHIBIT B
PATENTS

FOREIGN PATENTS AND PATENT APPLICATIONS	APPLICATION NUMBER	FILING DATE
Omniview Motionless Camera Surveillance System	JP 3012142	02/21/00
Presenting Manipulating and Serving Immersive Images	PCT/US00/17745	06/27/00

EXHIBIT C
TRADEMARKS

<u>Application Number/ Mark</u>	<u>Registration Number/ Mark</u>
75/282,974 INTERACTV	1,525,374 REALIZING THE IMAGINABLE
75/458,580 IPIX AND DESIGN	1,850,581 OMNIVIEW
75/672,753 PICTUREBAY	2,099,224 THE VIRTUAL EYE
75/677,680 V360	2,261,417 IPIX
75/677,681 VIDEO 360	2,206,071 NETCARD
75/678,028 BAMBOO.COM	2,211,743 HOTSHOTS
75/678,756 BAMBOO	2,272,703 SPIN
75/687,451 BAMBOO.COM & DESIGN	2,224,658 VIDEOBRUSH
75/735,652 VIP TV	
75/748,725 RIMFIRE	
75/788,396 RIMFIRE	
75/798,162 IPIX: THE EYES OF THE INTERNET	
75/799,476 STEP INSIDE THE PICTURE	
75/861,052 IPIX: WE GIVE YOU ABETTER VIEW	
75/861,054 IPIX: SEE ACROSS THE INTERNET	
75/861,055 IPIX: THE INTERNET WITH A VIEW	
75/883,033 MYPHOTOBUBBLE	
75,894,611 IPIX: BETTER VISUAL CONTENT FOR THE INTERNET	
76/110,826 PIXCAST	
76/110,827 BE DYNAMIC	
76/130,248 MOVIES	
76/148,309 ISIGHT 360	
76/171,694 CYCLOPS	