

09-17-2001



101844906

FEET

To the Honorable Commissioner of Pa. **Trademarks: Please record the attached original documents or copy thereof.**

1. Name of conveying party(ies):
Visual Insights, Inc.
9-11-01
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Silicon Valley Bank
Internal Address: HA155
SEP 11 2001

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 08-16-01

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)
75/522,855
75/576,737
B. Trademark No.(s)
2149763 ; 2351797
2186166 ; 2294405
1960834 ; 1871856
2322789
1891650
2353324
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: 11
7. Total fee (37 CFR 3.41):\$ 290.00
 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

09/14/2001 TDIAZ1 00000028 75522855

01 FC:481 40.00 DP
02 FC:482 250.00 DP

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

Signature

Date 8/29/01

Total number of pages comprising cover sheet:

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of August 16, 2001 by and between SILICON VALLEY BANK ("Bank") and VISUAL INSIGHTS, INC. ("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 August 16, 2001 (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. The laws of the State of Illinois govern this Intellectual Property Security Agreement without regard to principles of conflicts of law.

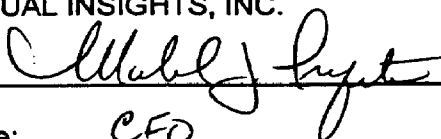
IN WITNESS WHEREOF, the parties have cause this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Grantor:

215 Shuman Blvd.
Naperville, Illinois 60566
Attn: Mike Profita, Chief Financial Officer

GRANTOR:

VISUAL INSIGHTS, INC.

By: 


Title: CFO

Address of Bank:

230 W. Monroe Street
Suite 720
Chicago, Illinois 60606
Attn: David Dailey

BANK:

SILICON VALLEY BANK

By: 

Title: VP

EXHIBIT A
COPYRIGHTS

None.

The following includes all software (and any copyrights therein) assigned to Grantor from Lucent Technologies Inc. pursuant to that certain Intellectual Property Agreement dated as of November 15, 1999:

3D Globe
Atlas
Churn
EDV
GeoView
Interaction Viewer
Nicheworks
SeeBills
SeeCalls
SeeData
SeeLog
SeeNet
SeeSeq
SeeSoft
SeeSlice
SeeSys
SeeTree/SeeTable
Segmentation Spreadsheet
Stormwatch
Build
ECMS
Components
EDV 0.2
EDV 1.0
GNFDC
History
Platform 1.0
SDK
Tahiti
TCV 1.0
Telecom 1.0
V2
V3
Wecms
3D SeeNet

Java-based prototype application
SeeDiff
Clone Detection
SeeSales
ViewCalls
Customer Retention
TreeView
SeeVar
Interactive Atlas
Gmodels
UNIX Demo Tree
PC Demo Tree
V1.0
Internet Page Hits
Glueware
demographics
Code Decay software change views
Multi-dimensional scaling algorithms
3-D network viewer
Java Vz library
Data preprocessing tool
Nicheworks standalone application
SEEFRAUD
Various demos
Tcl/TK
Network visualization package supported by Tcl/Tk and 3D
Java front-end real time network simulator
Views to visualize real-time agent/split data collected by a call center
3D cityscape and 3D scatter plot built on top of Vz
3D cityscape and 3D scatter plot written in Java/VRML
3D cityscape written in Java3D
generalized log linear model class for looking at tables from a statistical perspective
OC1 decision tree algorithm within a C++ environment
Neural net code
Cluster creation algorithm
seeServer
utest
EDV panel
Hash table implementation
Vectors storing time related information
Code to store information about a vector of DataItem
Automatic placement using the Nicheworks algorithm
A version of the Nicheworks placement routine as a stand alone program
OldData
old_Data

Range
massive
POSIX threads for Vz library
Testing code for the selection mechanisms
FloatText
Network
Traf
graph
hier
ntraf
Various versions of Nicheworks code
Parabox:
Bar
Box
Scatter
Table
Uni
cscale
rose
Early version of Vz views
Colscapes
VzApp
edit
ss2
Combination
VzDiffVector
Words
ngram
keywords
Gmodels
files
http
dump
CODE
cards
primes
runs
Various java versions of MMVIS
Parliament 2.0
ADVIZOR 2.0 and 2.
ADVIZOR 2000

EXHIBIT B

PATENTS

United States Patents			
U.S. Patent No.	Titled	Filed	Issued
5,136,690	"Dynamic Graphical Analysis Of Network Data"	03-21-91	08-04-92
5,596,703	"Graphical Display Of Relationships"	10-22-93	01-21-97
5,564,048	"Object-Oriented Functionality Class Library For Use In Graphics Programming"	06-15-94	10-08-96
5,572,650	Titled "Method And Apparatus For Displaying Structures And Relationships Of A Relational Database"	06-30-94	11-05-96
5,581,797	"Method And Apparatus For Displaying Hierarchical Information Of A Large Software System"	10-22-93	12-03-96
5,623,590	"Dynamic Graphics Arrangement For Displaying Spatial-Time-Series Data"	09-17-93	04-22-97
5,636,350	"Using Symbols Whose Appearance Varies To Show Characteristics Of A Result Of A Query"	08-12-96	06-03-97
5,644,692	"Information Display Apparatus And Methods"	12-20-94	07-01-97
5,710,899	"Interactive Selectors For Selecting Subsets Of A Set Of Values"	02-10-95	01-20-98
5,742,777	"Apparatus For Selective Simultaneous Display Of Information About Plurality Of Entities"	08-26-94	04-21-98
5,751,931	Titled "Three Dimensional Graphical Display Of Information"	04-18-95	05-12-98
5,793,369	"Apparatus For Visualizing Program Slices"	10-03-94	08-11-98
5,835,085	"Graphical Display Of Relationships"	08-13-97	11-10-98
5,847,972	"Method And Apparatus For Graphically Analyzing A Log-File"	09-24-93	12-08-98
5,850,531	"Method And Apparatus For A Slider"	12-15-95	12-15-98
5,937,064	System And Method For Interactive Visualization Analysis And Control Of A Dynamic Database";	03-03-97	08-10-99
6,023,280	" Calculation And Visualization Of Tabular Data"	02-28-96	02-08-00
5,945,998	"Apparatus For Displaying Locations And Non-location Information About The Contents Of Files"	08-21-97	08-31-99
6,154,212	"Method And Apparatus For Constructing Network Interfaces"	11-06-97	11-28-00
6,125,375	"Apparatus For Visualizing Program Slices"	12-31-97	09-26-00
6,232,984	"Data Visualization System"	05-22-97	05-15-01
6,222,557	"Navigation System And Method For Viewing A 3D Data Landscape"	06-26-98	04-24-01

United States Patent Applications

Application No.	Tentative Title	Filed	
08/992408	"System For Visually Representing Modification Information About An Characteristic- Dependent Information Processing System"	12-17-97	
09/103921	<u>"An Interactive View For Hierarchical Clustering"</u>	06-06-98	
09/151,772	"Method And System For The Interactive Visualization And Examination Of Data";	09-11-98	
60/201,737	"System And Methods For Associating Conditioned Data With Data Visualization Views And/or Reports";	05-04-00	
60/201,761	"System And Methods For Application Content From Application Presentation"	05-04-00	
	U.S. Patent Application that may result from Invention Disclosure tentatively titled "Systems and Methods For Visualizing Multi-Dimensional Data in Spreadsheets and Other Data Structures"	mailed to U.S. PTO 10-12-99	
	<u>U.S. Patent Application that may result from Invention Disclosure tentatively</u> titled "Systems and Methods For Monitoring Website Activity In Real Time"	to be mailed to U.S. PTO 12-00	

Canadian Patents

Patent No.	Titl	Filed	Issued
05040583	"Navigation System And Method For Viewing A 3D Data Landscape"		06-17-99

Canadian Patent Applications

Application No.	Tentative Title	Filed	Issued
2,247,030	"Method And System For The Interactive Visualization And Examination Of Data"	09-14-98	

EXHIBIT C
TRADEMARKS

MARK	COUNTRY	APPL. NO.	DATE	REG. NO.	DATE
VISUAL INSIGHTS (DESIGN)	AUSTRALIA	767974	07-20-98	767,974	07-20-98
VISUAL INSIGHTS (DESIGN)	AUSTRALIA	767975	07-20-98	767,975	07-20-98
VISUAL INSIGHTS	AUSTRIA	AM441198	01-17-98	177,739	09-04-98
VISUAL INSIGHTS (DESIGN)	AUSTRIA	AM429598	07-13-98	177,517	08-27-98
VISUAL INSIGHTS	CHINA	9800083431	07-24-98		
VISUAL INSIGHTS (DESIGN)	CHINA	9800083430	07-24-98		
VISUAL INSIGHTS	FRANCE	98746275	08-14-98	74627598	08-14-98
VISUAL INSIGHTS (DESIGN)	FRANCE	98746276	08-14-98	74627698	08-14-98
VISUAL INSIGHTS	GERMANY	39841049609	07-21-98	41049983	04-30-99
VISUAL INSIGHTS (DESIGN)	GERMANY	39841600109	07-23-98	41600983	11-18-98
VISUAL INSIGHTS	JAPAN	H10-064893	07-31-98	4330079	10-29-99
VISUAL INSIGHTS (DESIGN)	JAPAN	H10-069523	08-17-98	4334660	11-12-99
VISUAL INSIGHTS	SWITZERLAND	060381998	07-23-98	474285	07-23-98
VISUAL INSIGHTS (DESIGN)	SWITZERLAND	060391998	07-23-98	458179	07-23-98
VISUAL INSIGHTS	U.K.	2175483	08-21-98	2175483	08-21-98
VISUAL INSIGHTS (DESIGN)	U.K.	2173581	07-30-98	2173581	07-30-98
VISUAL INSIGHTS	U.S.	75141092	07-25-96	2149763	04-07-98
VISUAL INSIGHTS (DESIGN)	U.S.	75726060	06-10-99	2351797	05-23-00
BRINGING DATA TO LIFE	AUSTRIA	AM548098	09-03-98		
BRINGING DATA TO LIFE	CHINA	9800083429	07-24-98		
BRINGING DATA TO LIFE	FRANCE	98746277	08-14-98	74627798	08-14-98
BRINGING DATA TO LIFE	JAPAN	H10-064894	07-31-98	4330080	10-29-99
BRINGING DATA TO LIFE	SWITZERLAND	060371998	07-23-98	458167	07-23-98
BRINGING DATA TO LIFE	U.K.	2173579	07-30-98	2173579	07-20-98
BRINGING DATA TO LIFE	U.S.	75522855	07-14-98		
BRINGING DATA TO LIFE	GERMANY	39841599	10-21-98	41599983	10-21-98
3DCUE	CANADA	847,008	06-05-97	494,742	05-15-98
VIZBIZ	CANADA	849,884	07-04-97	494,690	05-15-98

DISCLOSURE SCHEDULES
INTELLECTUAL PROPERTY SECURITY AGREEMENT

MARK	COUNTRY	APPL. NO.	DATE	REG. NO.	DATE
VIZBIZ	U.S.	75/338,072	08-11-97	2,322,789	02-29-00
INFORMATION LANDSCAPE	CANADA	847,014	06-05-97	504,355	11-19-98
VISIBLE DECISIONS (DESIGN)	CANADA	872,719	03-19-98	506,865	01-19-99
VISIBLE DECISIONS	U.S.	74/386,253	05-04-93	1,871,856	01-03-95
VISIBLE DECISIONS	U.S.	74/699,914	07-11-95	2,186,166	09-01-98
VISIBLE DECISIONS (DESIGN)	U.S.	75/554,979	09-17-98	2,294,405	11-23-99
VISIBLE DECISIONS	AUSTRALIA	729,931	03-14-97	729,931	03-17-97
VISIBLE DECISIONS	E.U.	484,535	03-10-97	484,535	03-10-97
SEEIT	CANADA	876,738	04-29-98	510,298	03-30-99
SEEIT	U.S.	75/576,736	10-22-98	2,353,324	05-30-00
VDIN3D (DESIGN)	CANADA	867,499	01-27-98		Abandoned
MARKET DISCOVERY	U.S.	74/386,252	05-04-93	1,891,650	04-25-95
INFORMATION ANIMATION	U.S.	74/482,261	01-25-94	1,960,834	03-05-96
VISIBLE DECISIONS INC. VDIN3D (DESIGN)	U.S.	75/576,737	10-22-98		

EXHIBIT D

MASK WORKS

None.