FORM	PTO-1594

1. Name of conveying party(ies):

Corporation - State: CALIFORNIA

Individual(s) citizenship:

Limited Partnership:

3. Nature of Conveyance: | | Assignment

[ ] Other

[X] Security Agreement

(Rev	5-93)

**ALIBRIS** 

Association: General Partnership:

Other:

09-05-2002



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ress of receiving party(ies):

Name: VENTURE BANKING GROUP a division of Cupertino National Bank Address: Three Palo Alto Square, Suite 150 City: Palo Alto State: CA Zip: 94306

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State:

Other: a Federal chartered bank

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) & address(es) attached? [ ] Yes [x] No

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

To the Honorable Comm

A. Trademark Application No.(s)

Execution Date: July 24, 2002

Trademark Registration No.(s) 2,388,383 2,413,794

2,412,164

Additional numbers attached? [] Yes [X] No

6. Total number of applications and registrations involved: 3

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

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

[ ] Merger

[ ] Change of Name

Name:

Erin O'Brien

Internal Address:

GRAY CARY WARE & FREIDENRICH

4365 Executive Drive, Suite 1100 San Diego, CA 92121-2133

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

[x] Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

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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.

Erin O'Brien

Name of Person Signing

Date

Total number of pages comprising cover sheet: [11]

Mail Documents to be recorded with required cover sheet information to: U.S. Patent and Trademark Office, Office of Public Records 1213 Jefferson Davis Highway, 3rd Floor Arlington, VA 22202

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### INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of July 24, 2002, by and between VENTURE BANKING GROUP, a division of CUPERTINO NATIONAL BANK ("Bank") and ALIBRIS, a California corporation ("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 of even date herewith (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).
- B. 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 and Patents to secure the obligations of Grantor under the Loan Agreement.
- C. 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 and all other agreements now existing or hereafter arising between Grantor and Bank, Grantor hereby represents, warrants, covenants and agrees as follows:

### **AGREEMENT**

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Bank and Grantor, 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 and Trademarks listed on Exhibits A, B and C 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.

Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all material intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

VBG062002 300022502 1

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.

Address of Grantor:

1250 45<sup>TH</sup> Street Emeryville, CA 94608

Attn: Chief Financial Officer

Address of Bank:

Three Palo Alto Square, Suite 150 Palo Alto, CA 94306

Attn: Tod Racine

**GRANTOR:** 

**ALIBRIS** 

BANK:

VENTURE BANKING GROUP, a division of **CUPERTINO NATIONAL BANK** 

Popul for T.R.

2

VBG062002 300022502

**EXHIBIT A** 

Copyrights

Description

Registration/ Application Number Registration/ Application <u>Date</u>

See attached

# CERTIFICATE OF REGISTRATION



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.





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REGISTRATION NUMBER



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\*17 U.S.C. § 505(e): Any senson who knowledy makes a false representation of a meterial fact in the application for copyright registration provided for by section 400, or in any written platement filed in connection with the application, shall be fined not more than \$2,500.

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# **CERTIFICATE OF REGISTRATION**



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Marybeth Peters

FORM TX
For a Nondramatic Literary Work
UNITED STATES COPYRIGHT OFFICE



TX 5-476-676

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## **EXHIBIT B**

**Patents** 

Description

Registration/Application Registration/Application Number

<u>Date</u>

Two Touch Crossdock - Alibris' low cost many-to-many distribution system

09/715,580

November 17, 2000

## **EXHIBIT C**

## \_ Trademarks

**Description** 

Registration/Application Registration/Application Date

See attached trademark summary

In addition to those registered, Alibris is in the registration process for:

"Books you thought you'd never find"

"Call off the search"

Mark: Country United States	Mark: Country United States	Mark: Country European Union United States	Mark: Country Canada European Union United States	Alibristra
COMICMAN  Classes  42	BIBLIOCITY Classes 42	ALIBRUS <u>Classes</u> 35 35	ALIBRIS  Classes 35 35 35 35	Alibris i rademark Summary- By Mark
<u>App. #</u> 75/772,029	<u>App.#</u> 75/769,118	App.# 794,834 75/468,599	App. # 875,280 295,734 75/521,459	By Mark
<u>App. Dt</u> 8/10/1999	App. Dt 8/6/1999	App. Dt 4/10/1998 4/15/1998	App. Dt 4/15/1998 6/15/1998 7/20/1998	
Reg. # 2,412,164	Reg. # 2,413,794	Reg. #	Reg. # 552,073 850,263 2,388,383	
Reg. Dt 12/12/2000	<u>Reg. Dt</u> 12/19/2000	Reg. Dt	Reg. Dt 10/5/2001 8/25/1999 9/19/2000	Report Date: 7/29/2002
Status Registered	<u>Status</u> Registered	Status Abandoned Abandoned	<u>Status</u> Registered Registered Registered	9/2002 Page:
	REEL	TRADEN : 002575 F	NARK RAME: 0841	

RECORDED: 09/05/2002