

09-05-2002

EET

9-5-02



To the Honorable Comm

Attached original documents or copy thereof.

102211547

1. Name of conveying party(ies):

Address of receiving party(ies):

ALIBRIS

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:

Individual(s) citizenship:

Association:

Association:

General Partnership:

General Partnership:

Limited Partnership:

Limited Partnership:

Corporation - State: CALIFORNIA

Corporation - State:

Other:

Other: a Federal chartered bank

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- 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)

Execution Date: July 24, 2002

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

Trademark Registration No.(s)

2,388,383 2,413,794 2,412,164

Additional numbers attached? Yes No

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

Name: Erin O'Brien
Internal Address: GRAY CARY WARE & FREIDENRICH
4365 Executive Drive, Suite 1100
San Diego, CA 92121-2133

6. Total number of applications and registrations involved: 3

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

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

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

Erin O'Brien
Signature

September 4, 2002

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

09/05/2002 DBYRNE 00000131 2388383

01 FC:481
02 FC:482

40.00 OP
50.00 OP

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.

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 45TH Street
Emeryville, CA 94608

Attn: Chief Financial Officer

GRANTOR:

ALIBRIS

By: 

Title: CFO

Address of Bank:

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

Attn: Tod Racine

BANK:

VENTURE BANKING GROUP, a division of
CUPERTINO NATIONAL BANK

By: By Phil for T.R.

Title: Loan Officer

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

See attached

CERTIFICATE OF REGISTRATION



OFFICIAL SEAL

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

REGISTER OF COPYRIGHTS
United States of America

FORM TX

For a Nondramatic Literary Work
UNITED STATES COPYRIGHT OFFICE

REGISTRATION NUMBER

TX 5-352-200



2 Month 26 Day 11 Year

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

1

TITLE OF THIS WORK ▼
Alibris Inventory Manager 1.0

PREVIOUS OR ALTERNATIVE TITLES ▼

PUBLICATION AS A CONTRIBUTION If this work was published as a contribution to a periodical, serial, or collection, give information about the collective work in which the contribution appeared. Title of Collective Work ▼

If published in a periodical or serial give: Volume ▼ Number ▼ Issue Date ▼ On Pages ▼

2

a NAME OF AUTHOR ▼ Alibris DATES OF BIRTH AND DEATH Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"? Yes No
 AUTHOR'S NATIONALITY OR DOMICILE Name of Country OR Citizen of United States Domiciled in United States
 WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK Anonymously? Yes No Pseudonymously? Yes No

NOTE

Under the law, the "author" of a "work made for hire" is generally the employer, not the employee (see instructions). For any part of this work that was "made for hire" check "Yes" in the space provided, give the employer (or other person for whom the work was prepared) as "Author" of that part, and leave the space for dates of birth and death blank.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼
new and revised text of computer program

b NAME OF AUTHOR ▼ DATES OF BIRTH AND DEATH Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"? Yes No
 AUTHOR'S NATIONALITY OR DOMICILE Name of Country OR Citizen of _____ Domiciled in _____
 WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK Anonymously? Yes No Pseudonymously? Yes No

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

c NAME OF AUTHOR ▼ DATES OF BIRTH AND DEATH Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"? Yes No
 AUTHOR'S NATIONALITY OR DOMICILE Name of Country OR Citizen of _____ Domiciled in _____
 WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK Anonymously? Yes No Pseudonymously? Yes No

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

3

a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED This information must be given in all cases. 2000 Year
 b DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK Complete this information ONLY if this work has been published. Month: November Day: 29 Year: 2000 United States Nation

4

COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2. ▼
Alibris
1250 45th Street
Emeryville, CA 94608

TRANSFER If the claimant(s) named here in space 4 is (are) different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright. ▼

APPLICATION RECEIVED FEB 26, 2001
 ONE DEPOSIT RECEIVED FEB 26, 2001
 TWO DEPOSITS RECEIVED
 FUNDS RECEIVED

MORE ON BACK ▶ • Complete all applicable spaces (numbers 1-8) on the reverse side of this page.
 • See detailed instructions. • Sign the form at the 8.

DO NOT WRITE HERE
Page 1 of _____ pages

EXAMINED BY

FORM TX

CHECKED BY

CORRESPONDENCE

Yes

FOR
COPYRIGHT
OFFICE
USE
ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

Yes No If your answer is "Yes," why is another registration being sought? (Check appropriate box.)

a. This is the first published edition of a work previously registered in unpublished form.

b. This is the first application submitted by this author as copyright claimant.

c. This is a changed version of the work, as shown by space 6 on this application.

If your answer is "Yes," give: Previous Registration Number ▶

Year of Registration ▶

5

DERIVATIVE WORK OR COMPILATION

Preexisting Material Identify any preexisting work or works that this work is based on or incorporates.

prior works by claimant and licensed-in components

a

6

See instructions
before completing
this space.

Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed.

new and revised text of computer program

b

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.

Name ▶

Account Number ▶

a

7

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Apt/City/State/ZIP ▶

Diana Lock
Fenwick & West LLP
2 Palo Alto Square
Palo Alto, CA 94306

b

Area code and daytime telephone number ▶ (650) 858-7618

Fax number ▶ (650) 494-1417

Email ▶ dlock@fenwick.com

CERTIFICATION I, the undersigned, hereby certify that I am the

Check only one ▶

- author
- other copyright claimant
- owner of exclusive right(s)
- authorized agent of Alibris

Name of author or other copyright claimant, or owner of exclusive right(s) ▶

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

8

Typed or printed name and date ▶ If this application gives a date of publication in space 3, do not sign and submit it before that date.

Brian Elliot

Date ▶ 2/23/01

Handwritten signature (20) ▶

Certificate will be mailed in window envelope to this address:

Name ▶

Susanne Morales, Paralegal

Number/Street/Apt ▶

Fenwick & West LLP, 2 Palo Alto Square

City/State/ZIP ▶

Palo Alto, CA 94306

YOURS!

- Complete all necessary spaces
- Sign your application in space 8

SEND A USE LABEL IN THE SAME PACKAGE

1. Application form
2. Nonrefundable filing fee in check or money order payable to Registrar of Copyrights
3. Deposit material

MAIL TO

Library of Congress
Copyright Office
101 Independence Avenue, S.E.
Washington, D.C. 20540-8000

9

As of July 1, 1999, the filing fee for Form TX is \$30.

*17 U.S.C. § 506(e): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 406, or in any written statement filed in connection with the application, shall be fined not more than \$2,500.

June 1999—200,000
WEB REV: June 1999

© 1999 BY REGISTERED OWNER

*U.S. GOVERNMENT PRINTING OFFICE: 1999-454-879/49

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

REGISTER OF COPYRIGHTS
United States of America

FORM TX
For a Nondramatic Literary Work
UNITED STATES COPYRIGHT OFFICE

TX 5-476-676



EFFECTIVE DATE OF REGISTRATION

5 15 01
Month Day Year

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

1

TITLE OF THIS WORK ▼
Computer Program entitled "Alibris Website V.1"

PREVIOUS OR ALTERNATIVE TITLES ▼

PUBLICATION AS A CONTRIBUTION If this work was published as a contribution to a periodical, serial, or collection, give information about the collective work in which the contribution appeared. Title of Collective Work ▼

If published in a periodical or serial give: Volume ▼ Number ▼ Issue Date ▼ On Pages ▼

2

a **NAME OF AUTHOR** ▼ Alibris **DATES OF BIRTH AND DEATH**
Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"? Yes No
AUTHOR'S NATIONALITY OR DOMICILE
Name of Country OR Citizen of United States
Domiciled in United States
WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK
Anonymous? Yes No
Pseudonymous? Yes No

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼
new and revised compilation and text, text of computer program, and graphics

NOTE

Under the law, the "author" of a "work made for hire" is generally the employer, not the employee (see instructions). For any part of this work that was "made for hire" check "Yes" in the space provided, give the employer (or other person for whom the work was prepared) as "author" of that part, and leave the space for dates of birth and death blank.

b **NAME OF AUTHOR** ▼ Good Dog Design **DATES OF BIRTH AND DEATH**
Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"? Yes No
AUTHOR'S NATIONALITY OR DOMICILE
Name of Country OR Citizen of United States
Domiciled in _____
WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK
Anonymous? Yes No
Pseudonymous? Yes No

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼
graphics and compilation

c **NAME OF AUTHOR** ▼ **DATES OF BIRTH AND DEATH**
Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"? Yes No
AUTHOR'S NATIONALITY OR DOMICILE
Name of Country OR Citizen of _____
Domiciled in _____
WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK
Anonymous? Yes No
Pseudonymous? Yes No

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

3

a **YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED** 2000 **b** **DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK**
This information must be given in all cases. Complete this information ONLY if this work has been published. Month November Day 30 Year 2000
United States Nation

4

4 **COPYRIGHT CLAIMANT(S)** Name and address must be given even if the claimant is the same as the author given in space 2. ▼
Alibris
1250 45th Street
Emeryville, CA 94608

TRANSFER If the claimant(s) named here in space 4 is (are) different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright. ▼
by written agreement

APPLICATION RECEIVED
MAY 15 2001
ONE DEPOSIT RECEIVED
MAY 15 2001
TWO DEPOSITS RECEIVED
FUNDS RECEIVED

MORE ON BACK ▶ - Complete all applicable spaces (numbers 5-8) on the reverse side of this page.
- See detailed instructions. - Sign the form at line 8.

DO NOT WRITE HERE
Page 1 of 2 pages

*Amended by C.O. Authority telephone call of 3/8/02 with Susan Morales of Fenwick & West LLP.

EXAMINED BY <u>W</u>	FORM TX
CHECKED BY _____	
<input checked="" type="checkbox"/> CORRESPONDENCE	FOR COPYRIGHT OFFICE USE ONLY
<input type="checkbox"/> Yes	

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

Yes No If your answer is "Yes," why is another registration being sought? (Check appropriate box.)

- a. This is the first published edition of a work previously registered in unpublished form.
- b. This is the first application submitted by this author as copyright claimant.
- c. This is a changed version of the work, as shown by space 6 on this application.

If your answer is "Yes," give: Previous Registration Number ▶

Year of Registration ▶

5

DERIVATIVE WORK OR COMPILATION

Preexisting Material Identify any preexisting work or works that this work is based on or incorporates.

licensed in components

a 6

See instructions before completing this space.

Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed. new and revised compilation and text, text of computer program, and graphics

b

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account Name Account Number

a 7

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Apt/City/State/ZIP

Diana Lock
Fenwick & West LLP
Two Palo Alto Square
Palo Alto, CA 94306

b

Area code and daytime telephone number: (650) 858-7618

Fax number ▶ (650) 858-1417

Email ▶ dlock@fenwick.com

CERTIFICATION I, the undersigned, hereby certify that I am the

Check only one ▶

- author
- other copyright claimant
- owner of exclusive right(s)
- authorized agent of Alibris

8

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Name of author or other copyright claimant, or owner of exclusive right(s)

Typed or printed name and date If this application gives a date of publication in space 3, do not sign and submit it before that date.

Skip Rudolph

Date ▶

5/2/01

Handwritten signature (X) ▶

X [Signature]

Certificate will be mailed in window envelope to this address:

Name ▶
Susanne Morales, Paralegal

Number/Street/Apt ▶
Fenwick & West LLP, Two Palo Alto Square

City/State/ZIP ▶
Palo Alto, CA 94306

YOU MUST

- Complete all necessary spaces
- Sign your application in space 8

SEND ALL ELEMENTS IN THE SAME PACKAGE

1. Application form
 2. Nonrefundable filing fee in check or money order payable to Registrar of Copyrights
 3. Deposit material
- MAIL TO:
Library of Congress
Copyright Office
101 Independence Avenue, S.E.
Washington, D.C. 20559-6000

9

As of July 1, 1999, the filing fee for Form TX is \$38.

*17 U.S.C. § 506(e): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 409, or in any written statement filed in connection with the application, shall be fined not more than \$2,500. June 1998—200,000 WEB REV: June 1999

U.S. GOVERNMENT PRINTING OFFICE: 1999-454-87949

EXHIBIT B

Patents

<u>Description</u>	<u>Registration/Application Number</u>	<u>Registration/Application Date</u>
Two Touch Crossdock – Alibris' low cost many-to-many distribution system	09/715,580	November 17, 2000

EXHIBIT C

Trademarks

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

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"

Albrist Trademark Summary- By Mark

Report Date: 7/29/2002

Page: 1

<u>Mark:</u>		ALBRIS				
<u>Country</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
Canada	35	875,280	4/15/1998	552,073	10/5/2001	Registered
European Union	35	295,734	6/15/1998	850,263	8/25/1999	Registered
United States	35	75/521,459	7/20/1998	2,388,383	9/19/2000	Registered

<u>Mark:</u>		ALIBRUS				
<u>Country</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
European Union	35	794,834	4/10/1998			Abandoned
United States	35	75/468,599	4/15/1998			Abandoned

TRADEMARK

<u>Mark:</u>		BIBLOCITY				
<u>Country</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
United States	42	75/769,118	8/6/1999	2,413,794	12/19/2000	Registered

<u>Mark:</u>		COMICMAN				
<u>Country</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
United States	42	75/772,029	8/10/1999	2,412,164	12/12/2000	Registered

RECORDED: 09/05/2002

REEL: 002575 FRAME: 0841