

03-12-2003

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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T U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102387433

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

1. Name of conveying party(ies): 3-10-03
REALAGE, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: SILICON VALLEY BANK
Internal Address: MAIL SORT HA155
Street Address: 3003 TASMAN DRIVE
City: SANTA CLARA State: CA Zip: 95054
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State DELAWARE
 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)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 01/30/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 78/159,278
76/434,625 76/425,905 76/425,213

B. Trademark Registration No.(s) 76/182,613
75/119,958 75/119,957 74/616,702
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: SILICON VALLEY BANK
Internal Address: _____
ATTN: LOAN DOCUMENTATION-COLLATERAL
MAIL SORT HA155
Street Address: 3003 TASMAN DRIVE
City: SANTA CLARA State: CA Zip: 95054

6. Total number of applications and registrations involved: 19
7. Total fee (37 CFR 3.41).....\$ 490.⁰⁰
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Maibela Arteaga Maibela Arteaga 02/26/2003
Name of Person Signing Signature Date
FOR JO CARLINE
Total number of pages including cover sheet, attachments, and document: 7

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

03/11/2003 6TON11 00000082 78159278
01 FC:0521 40.00 OP
02 FC:0522 450.00 OP

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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- Corporation-State
- Other
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- Limited Partnership

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

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- Corporation-State DELAWARE
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(Designations 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) 75/978,089
75/854,959 75/846,520 75/846,519

B. Trademark Registration No.(s) 75/846,517
75/594,328 75/562,381 75/562,380

Additional number(s) attached Yes No

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

Name: SILICON VALLEY BANK

Internal Address:

ATTN: LOAN DOCUMENTATION-COLLATERAL

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9. Signature.

Maibei Arteaga
Name of Person Signing

Maibei Arteaga
Signature

02/26/2003
Date

7

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

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3. Nature of conveyance:

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

Execution Date: 01/30/2003

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

A. Trademark Application No.(s) 75/385,246
75/385,245 75/385,243

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: SILICON VALLEY BANK

Internal Address: _____

ATTN: LOAN DOCUMENTATION-COLLATERAL

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6. Total number of applications and registrations involved: _____

19

7. Total fee (37 CFR 3.41).....\$ 490.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Maribel Arteaga
Name of Person Signing

Maribel Arteaga
Signature

02/26/2003

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of the Effective Date by and between SILICON VALLEY BANK ("Bank") and REALAGE, 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 the Effective Date (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.

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.

GRANTOR:

REALAGE, INC.

Address of Grantor:

11468 Sorrento Valley Road
San Diego, CA 92121

Attn: _____

By: Chad 1/30/03

Title: Chairman of the Board

BANK:

SILICON VALLEY BANK

Address of Bank:

4445 Eastgate Mall, Suite 110
San Diego, CA 92121-1764

Attn: _____

By: [Signature]

Title: Director

Effective Date: 1/30/03

EXHIBIT A

Copyrights

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
Live Younger day by day 2002 Calendar	TX5417794	07/20/2001
The RealAge diet : make yourself younger with what you eat /Michael F. Roizen and John LaPuma	TX5383861	05/01/2001
RealAge : are you as young as you can be? / Michael F. Roizen with Elizabeth Anne Stephenson	TX5145294	01/12/2000

EXHIBIT B

Patents

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
System and Method for Developing and Selecting a Customized Wellness Plan	5,937,387 08/833,145	08/10/1999 4/4/1997
System and Method for Developing and Selecting a Customized Wellness Plan	6,269,339 B1 09/222,687	07/31/2001 12/29/1998
Expert System for Generating Guideline-Based Information Tools	5,574,828 234,982	11/12/1996 04/28/1994

EXHIBIT C**Trademarks**

<u>Description</u>	<u>Registration/ Application/Serial Number</u>	<u>Registration/ Application/Serial Date</u>
Motivating Healthy Behavior	78/159,278	08/29/2002
Dog Age	76/434,625	07/26/2002
Dog's Realage	76/425,905	06/27/2002
Dogage	76/425,213	06/27/2002
Live Life to the Youngest	76/182,613 2,506,643	12/19/2000 11/13/2001
Real Age	75/119,958 2,261,318	06/17/1996 07/13/1999
Age Reduction	75/119,957	06/17/1996
Realage	74/616,702 2,155,113	12/30/1994 05/05/1998
Realage	75/978,089 2,239,846 75/280,503	04/24/1997 04/13/1999 04/24/1997
Grow Younger	75/854,959	11/22/1999
Healthbytes	75/846,520	11/12/1999
Real Prizes	75/846,519	11/12/1999
Realadvantages	75/846,517	11/12/1999
Age Reduction	75/594,328	08/06/1999
Age Reduction	75/562,381	10/1/1998
Age Reduction	75/562,380	10/1/1998
Realage	75/385,246 2,305,201	11/05/1997 01/04/2000
Age Reduction	75/385,245 2,282,615	11/05/1997 10/05/1999
Real Age	75/385,243	11/05/1997

EXHIBIT D

Mask Works

Description

Registration/
Application/Serial
Number _____

Registration/
Application/Serial
Date _____

None