

03-17-2004

FORM PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 05/31/2002)



102697005

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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

1. Name of conveying party(ies):

TECTURA CORPORATION

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

2/11/04

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

Name: **Silicon Valley Bank**
Internal Address: HA155

Street Address: 3003 Tasman Drive

City: Santa Clara

State: CA

ZIP: 95054

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State-DE
- Other

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

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

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

A. Trademark Application No.(s)

76/398,055

76/247,677

76/232,960

B. Trademark No.(s)

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 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.

Maribel Arteaga
Name of Person Signing

Maribel Arteaga
Signature

2/27/04
Date

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

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK

REEL: 002927 FRAME: 0499

03/17/2004 METABONE 0000000 76398055 40.00 50.00 01 FC:6521 02 FC:6522

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of February 11, 2004 and effective the Effective Date by and between SILICON VALLEY BANK ("Bank") and TECTURA 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 February 11, 2004 (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.

Address of Grantor:

1230 A. Washington St., Suite 111
Tempe, AZ 85281

Attn: Gregory M. Caputo

Effective Date: _____, 2004
Address of Bank:

3003 Tasman Drive
Santa Clara, CA 95054-1191
Attn: _____

GRANTOR:

TECTUBA CORPORATION

By: 

Title: Chief Financial Officer

BANK:

SILICON VALLEY BANK

By: 

Title: SVP

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

EXHIBIT B

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

Trademark	Client Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status	Next Renewal
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REQLOGIC

24821-030/ United States of America	76/398055 19-Apr-2002	16-Sep-2003	2790372 09-Dec-2003	Registered 09-Dec-2013		
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Class(es): 009
Client: Tectura Corporation
Agent Name:
Owner Name: Tectura Corporation
Other Number:

Attorney(s): PA PT CCC
Client Ref:
Agent Ref:
First Use Date:
Priority Ctry:

TECTURA

24821-033-22/ European Community	2391670 28-Sep-2001	13-May-2002	2391670 18-Aug-2003	Registered 28-Sep-2011		
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Class(es): 009, 042
Client: Tectura Corporation
Agent Name: Mitscherlich & Partner
Owner Name: Tectura Corporation
Other Number:

Attorney(s): PA PT CCC
Client Ref:
Agent Ref:
First Use Date:
Priority Ctry:

TECTURA

24821-033-20/ United States of America	76/247677 28-Apr-2001	04-Jun-2002		Published		
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Class(es): 9
Client: Tectura Corporation
Agent Name:
Owner Name: Tectura Corporation
Other Number:

Attorney(s): PA PT CCC
Client Ref:
Agent Ref:
First Use Date:
Priority Ctry:

Trademark	Client Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Next Renewal	Status
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TECTURA	24821-033-21/ United States of America	76/232960 28-Mar-2001	23-Oct-2002	PT CCC	Published	.
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Class(es): 042, 035
Client: Tectura Corporation
Agent Name:
Owner Name: Tectura Corporation
Other Number:
Attorney(s): PA
Client Ref:
Agent Ref:
First Use Date:
Priority City:

EXHIBIT C

Trademarks

Description

Registration/
Application
Number

Registration/
Application
Date

EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date