

4/28/04

05-01-2004



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. 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):

RAINING DATA CORPORATION RAINING DATA U.S., 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 HA 155

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: FEBRUARY 11, 2004

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

A. Trademark Application No.(s) 78-325,599 78-258,994 78-258-124 78-257,149

B. Trademark Registration No.(s) 78-085,893 2,702,968 2,241,260 2,319,708

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: MAIL SORT HA 155

Street Address: 3003 TASMAN DRIVE

City: SANTA CLARA State: CA Zip: 95054

6. Total number of applications and registrations involved:

17

7. Total fee (37 CFR 3.41) \$ 440.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Manibel Arteaga Name of Person Signing

Manibel Arteaga Signature

4/14/04 Date

Total number of pages including cover sheet, attachments, and document: 10

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

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RECORDATION FORM COVER SHEET
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RAINING DATA CORPORATION
RAINING DATA U.S., INC.

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

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- Corporation-State DELAWARE
- Other _____

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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) 2,271,002
2,201,986 2,109,697 1,851,341

B. Trademark Registration No.(s) 1,366,387
1,490,827 1,314,364

Additional number(s) attached Yes No

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

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Maribel Arteaga
Name of Person Signing

Maribel Arteaga
Signature

4/14/04
Date

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

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Washington, D.C. 20231

page 2 of 3

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- Other _____

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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) 1,347,291

B. Trademark Registration No.(s) 1,358,897

Additional number(s) attached Yes No

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

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Maribel Arteaga
Name of Person Signing

Maribel Arteaga
Signature

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Date

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of February 11, 2004 by and between SILICON VALLEY BANK ("Bank"), on the one side, and RAINING DATA CORPORATION and RAINING DATA U.S., INC. (jointly and severally referred to herein as the "Grantor"), on the other side.

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). 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 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:


RAINING DATA U.S., INC.

By: 

Title: Secretary and CFO

GRANTOR:


RAINING DATA CORPORATION

By: 

Title: Secretary and CFO

BANK:

SILICON VALLEY BANK

By: 

Title: VICE PRESIDENT

INTELLECTUAL PROPERTY SECURITY AGREEMENT

EXHIBIT A

Registered Copyrights

None

Software

Company's Software Products include the following active product lines:
D3, mvEnterprise, mvBase, mvDesigner, R91, Advance Pick, Power95, MOE, Mentor-Pro, FlashConnect, Omnis, Omnis Studio, Pick Data Provider for .Net and TigerLogic

EXHIBIT B

Patents


Pledgor	Patent Title	Issue Date (Filing Date)	Registration Number (Application Number)	Status
Raining Data Corporation	[XML data storage and query]	(2/28/03)	(10/378,050)	Pending

EXHIBIT B



Patents

EXHIBIT C

Trademarks

Pledgor	Trademark	Registration Date (Filing Date)	Registration Number (Application Number)	Country/ State	Status
Raining Data U.S., Inc.	D3 (Stylized) 	10/28/97 (12/27/95)	Application No. 75/037,685 Registration No. 2,109,697	United States	Registered
	FLASHBASIC	8/30/94	Application No. 74/393,943 Registration No. 1,851,341	United States	Registered
	FLASHCONNECT	4/20/99 (08/22/97)	Application No. 75/345,228 Registration No. 2,241,260	United States	Registered
	MV.BASE (Stylized) mv•BASE	11/03/98 (11/26/96)	Application No. 75/204,383 Registration No. 2,201,986	United States	Registered
	MV.ENTERPRISE (Stylized) mv•ENTERPRISE	2/15/00 (08/08/97)	Application No. 75/337,891 Registration No. 2,319,708	United States	Registered
Raining Data Corporation	OMNIS	08/23/83	Application No. 73/440,631 Registration No. 1,490,827	United States	Pending
	OMNIS	(06/04/03)	Application No. 78/258,124	United States	Pending
	OMNIS STUDIO	08/17/99 (03/03/97)	Application No. 75/250,843 Registration No. 2,271,002	United States	Registered
Raining Data U.S., Inc.	OPERATING SOFTWARE	09/10/85	Application No.	United States	Registered

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Inc.	SOFTWARE BY PICK SYSTEMS and Design 		73/409,588 Registration No. 1,358,897		
Raining Data Corporation	PICK DBI	(06/03/03)	Application No. 78/257,149	United States	Pending
Raining Data U.S., Inc.	PICK OPEN ARCHITECTURE	10/22/85	Application No. 73/469,983 Registration No. 1,366,387	United States	Registered
	PICK SYSTEMS and Design 	07/09/85	Application No. 73/404,661 Registration No. 1,347,291	United States	Registered
	RAINING DATA	04/01/03 (06/07/00)	Application No. 76/067,182 Registration No. 2,702,968	United States	Registered
Raining Data Corporation	TIGERLOGIC	(09/27/01)	Application No. 78/085,893	United States	Pending
Raining Data U.S., Inc.	PICKWARE	01/15/85 (01/17/83)	Application No. 73/409,587 Registration No. 1,314,364	United States	Registered
Raining Data Corporation	D3	(06/05/03)	Application No. 78/258,994	United States	Pending

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RECORDED: 04/28/2004

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