

RESUBMISSION 10/2/03

01-04-2005



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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): VITALSTREAM, INC.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: July 7, 2003

2. Name and address of receiving party(ies)

Name: ALLIANCE BANK

Internal Address:

Street Address: 100 Corporate Pointe Culver City State: CA Zip: 90230

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

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

A. Trademark Application No.(s) 76229240

B. Trademark Registration No.(s) 2643791 2650274

Additional number(s) attached Yes No

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

Name: STEVEN N. KURTZ

Internal Address:

LEVINSON KAPLAN ARSHONSKY & KURTZ, A.P.C.

Street Address: 16027 Ventura Blvd. Suite 600

City: Encino State: CA Zip: 91436

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:

20-0052

(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.

STEVEN N. KURTZ

Name of Person Signing

Signature

10-1-03

Date

Total number of pages including cover sheet, attachments, and document: 4

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

**MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS AND GOODWILL**

VITALSTREAM HOLDINGS, INC., a Nevada corporation, and its wholly owned subsidiaries VITAL STREAM, INC., a Delaware corporation and VITALSTREAM BROADCASTING CORPORATION, a Nevada corporation whose address is One Jenner, Suite 100, Irvine, CA 92618 (collectively, "**Debtor**"), does hereby grant to ALLIANCE BANK ("**Creditor**"), a security interest in and to all of debtor's right, title and interest in and to the trademarks and trademark registrations and applications therefore which are identified on Exhibit A attached hereto and herein incorporated by this reference (the "**Trademarks**"), together with the goodwill and assets of the business owned by Debtor to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the security interest granted hereby are contained in those certain Factoring and Security Agreements (the "**Agreements**"), the first dated as of the 30<sup>th</sup> day of June, 2003, and the second, dates as of the 30<sup>th</sup> day of June, 2003, each by and between Debtor and Creditor as security for Debtor's performance of Debtor's obligations as set forth in the Agreements. Nothing contained in this Memorandum of Security Interest shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Creditor may have in any other collateral described in the Agreements or otherwise.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 7<sup>th</sup> day of July, 2003.

"CREDITOR"

"DEBTOR"

VITALSTREAM HOLDINGS, INC.

By: Donna D. Robertson  
Name: DONNA D. ROBERTSON  
Title: SENIOR VICE PRESIDENT

By: Kevin D. Herold  
Name: Kevin D. Herold  
Title: CEO

VITALSTREAM, INC.

By: Kevin D. Herold  
Name: Kevin D. Herold  
Title: CEO

VITALSTREAM BROADCASTING CORPORATION

By: Kevin D. Herold  
Name: Kevin D. Herold  
Title: CEO

**EXHIBIT A**

<b><u>Name</u></b>	<b><u>Registration No.</u></b>
1. VitalStream	2643791 (U.S.) 1943802 (E.U.)
2. MediaConsole	2650274
3. NetCluster	76229240

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

State of California )

County of Orange )

SS:

On July 7, 2003, before me, Martha J. Roms, a notary public in and for said State, personally appeared Kevin D. HEZOG, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in his/~~her~~/their authorized capacity(ies), and that by his/~~her~~/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Martha J. Roms

