

08-18-2005

FORM PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 05/31/2002)



103064421

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):
Paisley Consulting, Inc.

- 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

Execution Date: 3/9/05

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-Delaware
- 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)

74725666 75865725
78215066 75865972
76323053 0106240
75145708 78149897
78174605

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: 9

7. Total fee (37 CFR 3.41): \$ 240 --
 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.

Trisha Sedillo
Name of Person Signing

Trisha Sedillo
Signature

3/11/05

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

08/17/2005 ECOOPER 00000025 74725666

01 FC:8521

40.00 (IP)

200.00 DP

TRADEMARK
REEL: 003209 FRAME: 0140

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 PAISLEY CONSULTING, 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:

PAISLEY CONSULTING, INC.

Address of Grantor:

400 Cokato Street East
Cokato, MN 55321

Attn: Mike Couplin

By: *[Signature]*

Title: CEO

BANK:

SILICON VALLEY BANK

Address of Bank:

301 Carlson Parkway, Suite 255
Minnetonka, MN 55305

Attn: Jay McNeil

By: *[Signature]*

Title: Sr. Relationship Manager

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

See attached letter from
Wistman dated 12/10/04.

EXHIBIT B

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

See attached letter from
Westman dated 12/10/04.

EXHIBIT C

Trademarks

Description

Registration/
Application
Number

Registration/
Application
Date

See attached letter from
Westman dated 12/10/04.

EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date

*See attached letter from
Westman dated 12/10/04.*

WESTMAN, CHAMPLIN & KELLY, P.A.

PATENT, TRADEMARK, COPYRIGHT
LAW AND RELATED ISSUES

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FAX Transmission Sheet

Date : December 10, 2004

To : Mark Coughlin

Fax No. : 1-320-286-4500

From : Noreen Terry

You should receive page(s) including this cover sheet.

NOTE: The information contained in this facsimile message may be privileged or confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible for delivery to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is neither intended nor permissible. If you have received this communication in error, please immediately notify us by telephone at the above number (call collect), and return the original to us at the above address via U.S. Postal Service.

1 Here is the language in connection with license agreements:

"Our firm is the Trustee for Source Code for Paisley's software that has been licensed to third parties and there are several types of software".

~~Jeff Bonk...~~
~~Jeff Bonk...~~

Client Status Report

Client: P 45 Paisley Consulting

Trademark Name

Docket Number Status Application Number/Date Registration Number/Date Attorney(s) Next Action(s) Due Date(s)

AUTOAUDIT

P 45.23-0001 Registered 796268 01-Nov-1995 TMA537166 16-Nov-2000 NEW Renewal - 1 yr reminder 16-Nov-2014
Renewal - 6 mo reminder 16-May-2015
First Renewal 16-Nov-2015

Canada

Goods:

AUTOAUDIT

P 45.23-0004 Abandoned 002550929 21-Jan-2002 NEW

European Community
Client Ref No:
JMW/36491

Goods:

Remarks: Abandoned per client instructions (5/12/03). JJW
Sent to inactive - Box 76114 - destroy 5 yrs. JJW

AUTOAUDIT

P 45.23-0003 Abandoned 2002-3335 21-Jan-2002 NEW

Japan

Client Ref No:
8223

Classes: 9

Goods: COMPUTER PROGRAMS FOR ACCOUNTING
DEPARTMENT INTERNAL AUDIT AUTOMATION,
AND THE OTHER COMPUTER PROGRAMS,
COMPUTER MEMORIES WITH COMPUTER
PROGRAMS

Remarks: Abandoned per client instructions (5/27/03). JJW
Sent to inactive - Box 076107 - Destroy 5 yrs. JJW

Client Status Report

Tuesday, November 30, 2004

Client: P 45 Paisley Consulting

Trademark Name	Docket Number Status	Application Number/Date	Registration Number/Date	Attorney(s)	Next Action(s)	Due Date(s)
AUTOAUDIT Mexico	P 45.23-0002 Registered	350512 13-Oct-1998	596657 13-Oct-1998	NEW	Renewal - 1 yr Reminder Renewal - 6 mo Reminder First Renewal	13-Oct-2007 13-Apr-2008 13-Oct-2008

Goods:

AUTOAUDIT United States of America	P 45.22-0001 Registered	74/725666 06-Sep-1995	2073141 24-Jun-1997	NEW	Renewal - 1 yr reminder Renewal - 6 mo reminder First Renewal	24-Jun-2006 24-Dec-2006 24-Jun-2007
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Classes: 9

Goods: COMPUTER PROGRAMS FOR AUDIT DEPARTMENT
AUTOMATION

BUSINESS ACCOUNTABILITY SOFTWARE United States of America	P 45.22-0008 Pending	78/215066 14-Feb-2003		PJI	2 Months Until Response Due Response Due	13-Feb-2005 13-Apr-2005
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Classes: 42

Goods: CONSULTING IN THE FIELD OF BUSINESS RISK
AND CONTROL ASSESSMENT

Client Status Report

Tuesday, November 30, 2004

Client: P 45 Paisley Consulting

Trademark Name	Docket Number Status	Application Number/Date	Registration Number/Date	Next Action(s)	Due Date(s)
ENTERPRISE RISK NAVIGATOR United States of America	P 45-22-0006 Abandoned	78/149897 01-Aug-2002	NEW		
Classes: 9 Goods: SOFTWARE FOR GATHERING AND EVALUATING BUSINESS DATA THAT BEARS ON BUSINESS ORGANIZATIONAL RISKS Remarks: Abandoned per client instructions (4/17/03). JJW Sent to inactive - Box 076107 - Destroy 5 yrs. JJW					
FOCUS United States of America	P 45-22-0009 Transfer	78/346655 30-Dec-2003	NEW		
Classes: 009 Goods: BUSINESS ACCOUNTABILITY SOFTWARE TO INSURE COMPLIANCE WITH GOVERNMENTAL REQUIREMENTS AND STANDARDS SUCH AS THE SARBANES-OXLEY ACT Remarks: Transferred out of office.					
MAGNUM United States of America	P 45-22-0005 Registered	76/323053 09-Oct-2001	2658860 10-Dec-2002	Aff of Use - 5 Year Aff of Use - 5.5 Year Aff of Use - 6 Year Renewal - 1 yr Reminder Renewal - 6 mo Reminder First Renewal	10-Dec-2007 10-Jun-2008 10-Dec-2008 10-Dec-2011 10-Jun-2012 10-Dec-2012
Classes: 9 Goods: COMPUTER SOFTWARE FOR MANAGING BUSINESS INVESTIGATIONS IN RELATION TO COMPLAINTS AND OTHER CASE MATTERS					

Client Status Report

Tuesday, November 30, 2004

Client: P 45 Paisley Consulting

Trademark Name	Docket Number	Application Number/Date	Registration Number/Date	Attorney(s)	Next Action(s)	Due Date(s)
OUTDOOR AMERICA	P 45.25-0001	0165240	NEW	NEW	Renewal - 6 mo reminder	12-Mar-2005
United States of America	Pending	12-Sep-1995			Renewal Due	12-Sep-2005

Goods:

OUTDOOR AMERICA	P 45.22-0002	Z 75/145708	2451152	NEW	Aff of Use - 5 Year	15-May-2006
United States of America	Registered	06-Aug-1996	15-May-2001		All of Use - 5.5 Year	15-Nov-2006
	Classes: 25, 28	42			Aff of Use - 6 Year	15-May-2007
					Renewal - 1 yr Remind	15-May-2010
					Renewal - 6 mo Reminder	15-Nov-2010
					First Renewal	15-May-2011

Goods: MISCELLANEOUS 25-CLOTHING, NAMELY MENS TIES, MENS, WOMENS AND CHILDRENS SHIRTS, HATS, CAPS, JACKETS AND PANTS 28-SPORTING GOODS, NAMELY DUCK AND GOOSE DECOYS 42-CATALOG SERVICES BY MAIL ORDER AND ON THE INTERNAT FEATURING SPORTING GOODS AND CLOTHING

Goods:

PRIMEIRA	P 45.23-0019	356895	NEW	NEW		
Czech Republic	Pending	05-Aug-2004				

Client: P 45 Paisley Consulting

Docket Number	Application Number/Date	Registration Number/Date	Next Action(s)	Due Date(s)
P 45.23-0007	003180601		NEW	09-Dec-2004
Unfiled	15-Apr-2003			

Trademark Name

RISK NAVIGATOR

Australia

Goods:

RISK NAVIGATOR

European Community

Classes: 009 and 016

Goods: COMPUTER SOFTWARE, COMPUTER PROGRAMS; COMPUTER PROGRAMS FOR GATHERING AND EVALUATING BUSINESS DATA.

PRINTED MATTER; PUBLICATIONS; INSTRUCTIONAL AND TEACHING MATERIALS; MANUALS; INSTRUCTION MANUALS; COMPUTER MANUALS; MANUALS FOR COMPUTER SOFTWARE AND COMPUTER PROGRAMS; MANUALS FOR COMPUTER PROGRAMS FOR GATHERING AND EVALUATING BUSINESS DATA.

RISK NAVIGATOR

Japan

Classes: 009 & 042

Goods: COMPUTER PROGRAMS

PROVIDING COMPUTER PROGRAMS

P 45.23-0006	2003-112830	4789016	NEW	Use	23-Jul-2007
Registered	18-Dec-2003	23-Jul-2004		Renewal - 1 yr Reminder	23-Jul-2013
				Renewal - 6 mo Reminder	23-Jan-2014
				First Renewal	23-Jul-2014

Client Status Report

Client: P 45 Paisley Consulting

Trademark Name

Docket Number
Status

Application
Number/Date

Registration
Number/Date

Attorney(s)
Next Action(s)

Due Date(s)

RISK NAVIGATOR

P 45.23-0008

2358833

NEW

Use

17-Sep-2009

United Kingdom

Registered

19-Mar-2004

17-Sep-2004

Renewal - 1 yr Reminder

19-Mar-2013

Classes: 009 & 016

Renewal - 6 mo Reminder

19-Sep-2013

Goods:

First Renewal

19-Mar-2014

RISK NAVIGATOR

P 45.22-0007

78/174605

NEW

Aff of Use - 5 Year

19-Aug-2008

United States of America

Registered

15-Oct-2002

19-Aug-2003

Aff of Use - 5.5 Year

19-Feb-2009

Classes: 9

Aff of Use - 6 Year

19-Aug-2009

Renewal - 1 yr Reminder

19-Aug-2012

Renewal - 6 mo Reminder

19-Feb-2013

First Renewal

19-Aug-2013

Goods: COMPUTER PROGRAMS FOR GATHERING AND
EVALUATING BUSINESS DATA

SNAP REPORTER and design

P 45.22-0003

75/865725

NEW

Aff of Use - 5 Year

15-May-2006

United States of America

Registered

07-Dec-1999

15-May-2001

Aff of Use - 5.5 Year

15-Nov-2006

Aff of Use - 6 Year

15-May-2007

Renewal - 1 yr Remind

15-May-2010

Renewal - 6 mo Reminder

15-Nov-2010

First Renewal

15-May-2011

Goods:

Tuesday, November 30, 2004

Client: P 45 Paisley Consulting

Client Status Report

Trademark Name

SNAP! RECOVERY

United States of America

Docket Number
Status

P 45.22-0004
Registered

Application
Number/Date

75/865972
07-Dec-1999

Registration
Number/Date

2489095
11-Sep-2001

Attorney(s)

NEW

Next Action(s)

All of Use - 5 Year
All of Use - 5.5 Year
All of Use - 6 Year
Renewal - 1 yr Remind
Renewal - 6 mo Reminder
First Renewal

Due Date(s)

11-Sep-2006
11-Mar-2007
11-Sep-2007
11-Sep-2010
11-Mar-2011
11-Sep-2011

Goods:

P 45.25-0001
Pending

TX 4771-730
13-Mar-1998

NEW

WORKFORCE

Minnesota

Goods: