

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ST. BERNARD SOFTWARE, INC.		01/25/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	AGILITY CAPITAL, LLC
Street Address:	226 E. Canon Perdido Street
Internal Address:	Suite F
City:	Santa Barbara
State/Country:	CALIFORNIA
Postal Code:	93101
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2961246	EPRISM
Registration Number:	2374034	SYSTEM ACTIVITY MANAGER
Registration Number:	2488930	IPRISM
Registration Number:	2656874	IPRISM
Serial Number:	78613844	ST. BERNARD
Serial Number:	77084182	LIVEPRISM

CORRESPONDENCE DATA

Fax Number: (858)550-6420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 858-550-6403
 Email: erin.obrien@cooley.com
 Correspondent Name: Erin O'Brien
 Address Line 1: c/o Cooley Godward Kronish LLP
 Address Line 2: 4401 Eastgate Mall
 Address Line 4: San Diego, CALIFORNIA 92121

TRADEMARK

ATTORNEY DOCKET NUMBER:	305948-133 ST. BERNARD
NAME OF SUBMITTER:	Erin O'Brien
Signature:	/Erin O'Brien/
Date:	01/28/2008
Total Attachments: 6 source=St. Bernard signed IPSA#page1.tif source=St. Bernard signed IPSA#page2.tif source=St. Bernard signed IPSA#page3.tif source=St. Bernard signed IPSA#page4.tif source=St. Bernard signed IPSA#page5.tif source=St. Bernard signed IPSA#page6.tif	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This **INTELLECTUAL PROPERTY SECURITY AGREEMENT** is entered into as of January 21, 2008 by and among Agility Capital, LLC ("Lender") and St. Bernard Software, Inc., a Delaware corporation ("Grantor").

RECITALS

Lender 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 among Lender and Grantor (as amended from time to time, the "Loan Agreement") dated of even date herewith. Lender is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Lender a security interest in all of Grantor's right title, and interest in, to and under all of the Collateral whether presently existing or hereafter acquired. Capitalized terms used herein have the meaning assigned in the Loan Agreement.

NOW, THEREFORE, Grantor agrees as follows:

AGREEMENT

To secure performance of Grantor's obligations under the Loan Agreement, Grantor grants to Lender a security interest in all of Grantor's right, title and interest in Grantor's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), 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). This security interest is granted in conjunction with the security interest granted to Lender under the Loan Agreement. Each right, power and remedy of Lender provided for herein shall not preclude the simultaneous or later exercise by Lender of any or all other rights, powers or remedies.

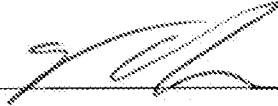
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IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed as of the first date written above.

Address of Grantor:

ST. BERNARD SOFTWARE, INC.
(a Delaware corporation)

15015 Avenue of Science
San Diego, CA 92128
Attn: Vince Rossi


By:  _____

Title: President and CEO

Address of Lender:

AGILITY CAPITAL, LLC

226 E. Canon Perdido Street, Suite F
Santa Barbara, CA 93101
Attn: Daniel Corry

By:  _____

Title: Chief debt officer

EXHIBIT A

Copyrights

Title	Registration Number	Registration Date
None		

EXHIBIT B

Patents

NONE

EXHIBIT C

Trademarks

Mark	Registration/Serial	Status
EPRISM	Reg. 2,961,246	Live-Registered on Principal Register on 6/7/2005
SYSTEM ACTIVITY MANAGER	Reg. 2,374,034	Live-Registered on Supplemental Register on 8/1/2000
IPRISM	Reg. 2,488,930	Live-Registered on Principal Register on 9/11/2001 Assignment recorded to St. Bernard
IPRISM	Reg. 2,656,874	Live-Registered on Principal Register on 12/3/2002 Assignment recorded to St. Bernard
SPYSUPPRESSOR	Ser. 78/625,500	Live-Pending registration on Principal Register Filing date: 5/9/2005
SPYEXPERT	Ser. 78/545,506	Live-Pending registraton on Principal Register Filing date: 1/11/2005
SPYHOUND	Ser. 78/545,466	Live-Pending registraton on Principal Register Filing date: 1/11/2005

ST. BERNARD	Ser. 78/613,844	Live-Pending registration on Principal Register Filing date: 4/21/2005
ST. BERNARD SOFTWARE	Reg. 2,152,338	DEAD-Cancelled on 1/22/2005 for failure to file Section 8 Affidavit... which was due on 4/21/2004
LIVEPRISM	Ser. 77/084,182	Intent to use filed on January 16, 2007
iGUARD	N/A	No application filed
eGUARD	N/A	No application filed
BARE-METAL ADVANTAGE	N/A	No application filed
COUNTERSPY	N/A	No application filed
SPYSCRAPER	N/A	No application filed