

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
Genius.com Incorporated	FORMERLY MarketingGenius.com, Inc.	03/14/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Venture Lending & Leasing V, Inc.		
Street Address:	2010 North First Street, Suite 310		
City:	San Jose		
State/Country:	CALIFORNIA		
Postal Code:	95131		
Entity Type:	CORPORATION: MARYLAND		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	3347365		
Registration Number:	3201597	GENIUS	
Registration Number:	3201599	GENIUS INCORPORATED	
Registration Number:	3391065	GENIUS INTERACTIVE	
Registration Number:	3332245	GENIUS.COM	
Registration Number:	3201596	GET SMART ABOUT YOUR CUSTOMER	
Registration Number:	2182071	MARKETING GENIUS	
Registration Number:	3181721	MARKETINGGENIUSCOM	
Registration Number:	3181746	PEOPLE NOT CLICKS	
Registration Number:	3201600	SALESGENIUS	
Registration Number:	3614660	SO SIMPLE IT'S GENIUS	
CORRESPONDENCE DATA			
Fax Number:	(415)777-4961		

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**TRADEMARK
 REEL: 004499 FRAME: 0713**

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 415 981 1400
Email: gkiviat@grmslaw.com
Correspondent Name: Jeffrey T. Klugman
Address Line 1: Four Embarcadero Center, Suite 4000
Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	46109/0070
NAME OF SUBMITTER:	Jeffrey T. Klugman
Signature:	/Jeffrey T. Klugman/
Date:	03/17/2011

Total Attachments: 11

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is made as of March 14, 2011, between GENIUS.COM INCORPORATED, a Delaware corporation ("Borrower"), and VENTURE LENDING & LEASING V, INC., a Maryland corporation ("Lender").

RECITALS

A. Pursuant to a Loan and Security Agreement and Supplement thereto, both dated as of March 31, 2009 (as the same have been and may be amended, restated, supplemented and modified from time to time, the "Loan Agreement" and the "Supplement", respectively), between Borrower and Lender, Lender has agreed to make certain advances of money and to extend certain financial accommodations to Borrower (the "Loans"). All capitalized terms used herein without definition shall have the meanings ascribed to them in the Loan Agreement and the Supplement.

B. Lender is willing to continue to extend such financial accommodations to Borrower, but only upon the condition, among others, that Borrower shall grant to Lender a security interest in substantially all of Borrower's Intellectual Property whether presently existing or hereafter acquired.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed by and between Borrower and Lender as follows:

AGREEMENT

To secure its Obligations under the Loan Documents, Borrower grants to Lender a security interest in all of Borrower's right, title and interest in, to and under its Intellectual Property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C 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.

The security interests granted pursuant to this Intellectual Property Security Agreement are granted in conjunction with the security interests granted to Lender under the Loan Agreement. The rights and remedies of Lender with respect to the security interests 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 Lender as a matter of law or equity. Each right, power and remedy of Lender 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 Lender 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 Lender, of any or all other rights, powers or remedies.

Borrower represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Borrower has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

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

Address:

1400 Fashion Island Boulevard, Suite 500
San Mateo, CA 94404

Attn: Chief Executive Officer

BORROWER:

GENIUS.COM INCORPORATED

By: 

Title: CEO

Address:

2010 North First Street, Suite 310
San Jose, CA 95131

Attn: Chief Financial Officer

SECURED PARTY:

VENTURE LENDING & LEASING V, INC.

By: _____

Title: _____

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702848020

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

ORIGINAL

Address:

1400 Fashion Island Boulevard, Suite 500
San Mateo, CA 94404

Attn: Chief Executive Officer

BORROWER:

GENIUS.COM INCORPORATED

By: _____

Title: _____

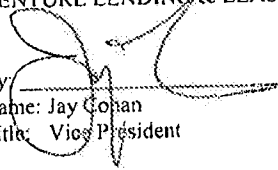
Address:

2010 North First Street, Suite 310
San Jose, CA 95131

Attn: Chief Financial Officer

SECURED PARTY:

VENTURE LENDING & LEASING V. INC.

By:  _____

Name: Jay Cohen

Title: Vice President

46108/0070
JTK/392388.1

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EXHIBIT A

Copyrights

None

46109/0070
JTK/392388.1

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EXHIBIT B

Patents

Patents Issued – US Patent #7734722 – Deep Clickflow Tracking

Patent Applications:

Matter

Oct 18, 2010 12:24:30 PM

Results for:

File Number Starts with '7853p'

FILE NO.	FILE NO.	COUNTRY	TITLE	STATUS	PRIORITY DATE	FILING DATE	SERIAL NO.	PUBLICATIO DATE	PUBLICATIO NO.	ISSUE DATE	PATENT NO.	MATTER TYPE	INVENTOR
7853P001	7853P001	United States of America	DEEP CLICKFLOW TRACKING	Issued	6/2/05	5/3/06	11417,948	3/11/07	US-2007-001	6/8/10	7,734,722	Utility	Robert Seidl, Khal Dean, David R. Thompson
7853P001C1	7853P001C1	Canada	DEEP CLICKFLOW TRACKING - PCT	Pending	6/3/05	5/26/06	2,418,714					Utility	Robert Seidl, Khal Dean, David R. Thompson
7853P001EP	7853P001EP	European Patent Office	DEEP CLICKFLOW TRACKING - PCT	Pending	6/2/05	5/26/06	06771547.4	3/12/06	1,896,979			Utility	Robert Seidl, Khal Dean, David R. Thompson
7853P001PC	7853P001PC	PCT	DEEP CLICKFLOW TRACKING - PCT	Expired	6/2/05	5/26/06	PCT/US2006	10/7/06	WO 2006/130578			Utility	Robert Seidl, Khal Dean, David R. Thompson
7853P001Z	7853P001Z	United States of America	DEEP CLICKFLOW TRACKING WITHOUT INSTRUMENT	United								Prov	
7853P002	7853P002	United States of America	REALTIME DATABASE ARCHITECT	Pending	6/3/05	5/3/06	11418,416	5/11/07	US-2007-011			Utility	Robert Seidl, Frank Flynn, David Thompson, Ike DeLorenzo
7853P002PC	7853P002PC	PCT	REALTIME DATABASE ARCHITECT - PCT	Pending	6/3/05	5/24/06	PCT/US2006	12/14/06	WO 2006/132634			Utility	Robert Seidl, Frank Flynn, David Thompson, Ike DeLorenzo
7853P002Z	7853P002Z	United States of America	ALTERNATE DATAFLOW ACCELERATION FOR	United								Prov	

Matter


FILE NO.	FILE NO.	COUNTRY	TITLE	STATUS	PRIORITY DATE	FILING DATE	SERIAL NO.	PUBLICATIO DATE	PUBLICATIO NO.	ISSUE DATE	PATENT NO.	MATTER TYPE	INVENTOR
7853P003	7853P003	United States of America	REALTIME CLIENT UPDATING	Pending	6/2/05	5/3/06	11417,948	12/7/06	US 2009-321			Utility	Robert Seidl, Frank Flynn, Michael DeLorenzo
7853P003PC	7853P003PC	PCT	DATABASE QUERY CONSTRUCT AND HANDLING	Expired	6/2/05	5/26/06	PCT/US2006	12/7/06	WO 2006/130521			Utility	
7853P003Z	7853P003Z	United States of America	DATABASE QUERY CONSTRUCT AND HANDLING	United								Prov	

EXHIBIT C

Trademarks

Genius.com

US Trademark Status Report

Appl. No.	Mark	Class Number	Goods/Services	Serial No. Filing Date	Reg. Number Res. Date	Use and Renewal Dates	Status/Remarks
012	CIRCLE DESIGN LOGO 	42	providing temporary use of on-line, nondownloadable software that allows users on-demand tracking, analysis and communication with its customers; providing temporary use of on-line, nondownloadable software for monitoring, testing, analyzing and reporting on the Internet traffic and user preferences of the websites of others; computer services, namely monitoring, testing, analyzing, and reporting on the Internet traffic and user preferences of the websites of others; computer software consulting services	77 / 136799 3/14/2007	3347365 12/4/2007	Use Due: 12/4/2013 Renewal Due: 12/4/2017	Registered
002	GENIUS	42	providing temporary use of on-line, nondownloadable software that allows a user on-demand tracking, analysis and communication with its customers	78 / 837254 3/14/2006	3201597 1/23/2007	Use Due: 1/23/2013 Renewal Due: 1/23/2017	Registered
004	GENIUS INCORPORATED	42	providing temporary use of on-line, nondownloadable software that allows a user on-demand tracking, analysis and communication with its customers	78 / 837263 3/14/2006	3201599 1/23/2007	Use Due: 1/23/2013 Renewal Due: 1/23/2017	Registered

US Trademark Status Report

Serial No.	Mark	Class Number	Goods/Services	Serial No. Filing Date	Reg. Number Reg. Date	Use and Renewal Dates	Status/Remarks
	GENIUS INTERACTIVE	42	Providing temporary use of on-line, non-downloadable software that allows users on-demand tracking, analysis and communication with its customers; providing temporary use of on-line, non-downloadable software for monitoring, testing, analyzing and reporting on the Internet traffic and user preferences of the websites of others; computer services, namely, monitoring, testing, analyzing, and reporting on the Internet traffic and user preferences of the websites of others; computer software consulting services in the field of customer relationship management software.	77 / 143711 3/29/2007	3391065 3/4/2008	Use Due: 3/4/2014 Renewal Due: 3/4/2018	Registered
	GENIUS.COM	42	providing temporary use of on-line, non-downloadable software that allows a user on-demand tracking, analysis and communication with its customers.	78 / 837259 3/14/2006	3332245 11/6/2007	Use Due: 11/6/2013 Renewal Due: 11/6/2017	Registered
	GET SMART ABOUT YOUR CUSTOMER	42	providing temporary use of on-line, non-downloadable software that allows a user on-demand tracking, analysis and communication with its customers.	78 / 837251 3/14/2006	3201596 1/23/2007	Use Due: 1/23/2013 Renewal Due: 1/23/2017	Registered

US Trademark Status Report

ser. No.	Mark	Class Number	Goods/ Services	Serial No. Filing Date	Reg. Number Reg. Date	Use and Renewal Dates	Status/Remarks
3	MARKETING GENIUS	35	marketing services, namely, management and consulting in the field of marketing for others; implementing creative promotional marketing campaigns for others; preparing advertising materials for marketing campaigns for others; providing public relations services for marketing campaigns; and providing business information in the field of marketing	75 / 277858 4/21/1997	2182071 8/18/1998	Use Due: 8/18/2004 Renewal Due: 8/18/2018	Registered; Renewed
7	MARKETINGGENIUS.COM	42	temporary use of on-line non-downloadable software that allows a user to track, analyze and communicate with customers	78 / 538123 12/23/2004	3181721 12/5/2006	Use Due: 12/5/2012 Renewal Due: 12/5/2016	Registered
9	PEOPLE, NOT CLICKS	42	providing temporary use of online non-downloadable software that allows a user to track, analyze and communicate with customers	78 / 539410 2/2/2005	3181746 12/5/2006	Use Due: 12/5/2012 Renewal Due: 12/5/2016	Registered

US Trademark Status Report


Use and

US Trademark Status Report

Reg. No.	Mark	Class Number	Goods/Services	Serial No. Filing Date	Reg. Number Reg. Date	Use and Renewal Dates	Status/Remarks
	SALESGENIUS	42	providing temporary use of on-line, nondownloadable software that allows a user on-demand tracking, analysis and communication with its customers	78 / 837266 3/14/2006	3201600 1/23/2007	Use Due: 1/23/2013 Renewal Due: 1/23/2017	Registered
	SO SIMPLE Y'N GENIUS	42	providing temporary use of online, nondownloadable software that allows users on-demand tracking, analysis and communication with their customers; providing temporary use of online, nondownloadable software for collecting, monitoring, analyzing and reporting on e-mail activity, internet traffic and website users' preference and behavior; computer software consulting services; providing temporary use of online, nondownloadable software for creating and delivering interactive electronic marketing materials, including website personal greetings, targeted content and live promotions	77 / 406859 2/26/2008	3614690 5/5/2009	Use Due: 5/5/2015 Renewal Due: 5/5/2019	Registered

ius.com

Foreign Trademark Status Report

See No./ File No.	Mark	Class	Goods/Services	Serial No. Filing Date	Reg. Number Reg. Date	Status/Remarks	Renewal Date	Mark Graphic
7CTM	MARKETINGGENIUS COM & DESIGN	42	temporary use of on-line non-downloadable software that allows a user to track, analyze and communicate with customers.	004586186 8/4/2005	004586186 8/22/2006	Registered	2/4/2015	

M (European Community)

Foreign Trademark Status Report

Item No./ Country	Mark	Class	Goods/Services	Serial No. Filing Date	Reg. Number Reg. Date	Status/Remarks	Renewal Date	Mark Graphic
3CTM	GENIUS.COM	9, 35, 42	9 - marketing automation and sales lead management software; computer software for customer relationship management; computer software that allows users on-demand tracking, analysis and communication with their customers; computer software for collecting, monitoring, analyzing and reporting on internet traffic and website users' preference and behaviour; computer software for creating and delivering interactive electronic marketing materials including website personal greetings, targeted content, and live promotions; computer software; downloadable electronic publications; downloadable video and pod casts featuring instruction relating to software and training guides. 35 - customer relationship management services; consulting services in the field of customer relationship management; marketing consulting services; advertising services; sales promotion and tracking services; business advisory and assistance services; information, consultancy and advisory services relating to all the aforesaid services. 42 - providing temporary use of online, nondownloadable software for marketing automation and sales lead management; providing temporary use of online, nondownloadable software that allows users on-demand tracking, analysis and communication with their customers; providing temporary use of online, nondownloadable software for collecting, monitoring, analyzing and reporting on internet traffic and website users' preference and behaviour; computer software consulting services; providing temporary use of online, nondownloadable software for creating and delivering interactive electronic marketing materials including website personal greetings, targeted content, and live promotions; technical support, information and help-line services relating to the use of downloadable and non-downloadable software; design, development and research relating to marketing and customer relationship software;	008929771 3/4/2010	088929771 3/24/2010	Registered	3/4/2020	