

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
Audiencescience, Inc.		10/11/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Gold Hill Capital 2008, LP
Street Address:	One Almaden Blvd., Suite 630
Internal Address:	Attn: Glenn Marasigan
City:	San Jose
State/Country:	CALIFORNIA
Postal Code:	95113
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3868059	AUDIENCE SCIENCE
Registration Number:	3773158	AUDIENCESCIENCE
Registration Number:	3773157	
Registration Number:	3319619	BEHAVIORAL SYNDICATION
Registration Number:	3013930	DELIVER THE AUDIENCE. DRIVE THE REVENUE.
Registration Number:	3116103	
Registration Number:	3116104	
Serial Number:	85228609	AUDIENCESCIENCE
Serial Number:	85144753	AUDIENCESCIENCE CONNECT

CORRESPONDENCE DATA

Fax Number: (302)636-5454
 Phone: 800-927-9801 x2348
 Email: jpaterso@cscinfo.com

900204404

**TRADEMARK
 REEL: 004640 FRAME: 0103**

CH \$240.00 3868059

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	942940-5
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	10/12/2011

Total Attachments: 15

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of the Effective Date by and between GOLD HILL CAPITAL 2008, LP ("Secured Party") and AUDIENCESCIENCE, INC., a Delaware corporation ("Grantor").

RECITALS

A. Secured Party 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 Secured Party 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). Secured Party is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Secured Party 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 Secured Party 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 Secured Party 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 Secured Party under the Loan Agreement. The rights and remedies of Secured Party 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 Secured Party as a matter of law or equity. Each right, power and remedy of Secured Party 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 Secured Party 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 Secured Party, of any or all other rights, powers or remedies.

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.

GRANTOR:

Address of Grantor:

1110 112th Avenue NE, Suite 400
Bellevue, WA 98004

Attn:

AUDIENCESCIENCE INC. a Delaware corporation

By: Alan Koslow

Title: CFO & General Counsel

SECURED PARTY:

Address of Secured Party:

One Almaden Blvd., Suite 630
San Jose, CA 95113

Attn: Glenn Marasigan

GOLD HILL CAPITAL 2008, LP

By: Gold Hill Capital 2008, LLC, General Partner

By: _____

Title: _____

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.

GRANTOR:

Address of Grantor:

AUDIENCESCIENCE INC. a Delaware corporation

1110 112th Avenue NE, Suite 400
Bellevue, WA 98004

By: _____

Attn:

Title: _____

SECURED PARTY:

Address of Secured Party:

GOLD HILL CAPITAL 2008, LP
By: Gold Hill Capital 2008, LLC, General Partner

One Almaden Blvd., Suite 630
San Jose, CA 95113

By:  _____

Attn: Glenn Marasigan

Title: **Glenn Marasigan**
Associate _____

Gold Hill Capital

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

EXHIBIT B

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

Exhibit B

Patent Number	Issue Date	Title	Ctry
6,785,666 (Application No. 09/613,847)	31-Aug-04	METHOD AND SYSTEM FOR PARSING NAVIGATION INFORMATION	US
6,873,981 (Application No. 10/320,092)	29-Mar-05	METHOD AND SYSTEM FOR PARSING NAVIGATION INFORMATION	US
6,871,196 (Application No. 09/751,366)	22-Mar-05	VISUALIZING AUTOMATICALLY GENERATED SEGMENTS	US
7,051,029 (Application No. 09/755,971)	23-May-06	VISUALIZING AUTOMATICALLY GENERATED SEGMENTS	US
6,993,529 (Application No. 09/872,867)	31-Jan-06	IMPORTING DATA USING METADATA	US
7,117,193 (Application No. 10/005,224)	03-Oct-06	PARSING NAVIGATION INFORMATION TO IDENTIFY OCCURRENCES OF EVENTS OF INTEREST	US
7,464,122 (Application No. 11/495,089)	09-Dec-08	PARSING NAVIGATION INFORMATION TO IDENTIFY OCCURRENCES OF EVENTS OF INTEREST	US
6,917,972 (Application No. 10/007,646)	12-Jul-05	PARSING NAVIGATION INFORMATION TO IDENTIFY OCCURRENCES CORRESPONDING TO DEFINED CATEGORIES	US
7,107,338 (Application No. 10/005,183)	12-Aug-06	PARSING NAVIGATION INFORMATION TO IDENTIFY INTERACTIONS BASED ON THE TIMES OF THEIR OCCURRENCES	US
7,035,925 (Application No. 11/149,036)	25-Apr-06	PARSING NAVIGATION INFORMATION TO IDENTIFY INTERACTIONS BASED ON THE TIMES OF THEIR OCCURRENCES	US
7,194,477 (Application No. 10/187,392)	20-Mar-07	OPTIMIZED A PRIORI TECHNIQUES	US
7,966,333 (Application No. 12/204,709)	21-Jun-11	USER SEGMENT POPULATION TECHNIQUES	US
7,299,195 (Application No. 11/049,228)	20-Nov-07	ACCEPTING BIDS TO ADVERTISE TO USERS PERFORMING A SPECIFIC ACTIVITY	US
7,698,165 (Application No. 11/049,411)	13-Apr-10	ACCEPTING BIDS TO ADVERTISE TO USERS PERFORMING A SPECIFIC ACTIVITY	US
8,024,815 (Application No. 11/972,591)	20-Sep-11	ISOLATION ENVIRONMENT-BASED INFORMATION ACCESS	US

Patent Number	Issue Date	Title	Ctry
7,747,676 (Application No. 11/087,378)	29-Jun-10	SELECTING AN ADVERTISING MESSAGE FOR PRESENTATION ON A PAGE OF A PUBLISHER WEB SITE BASED UPON BOTH USER HISTORY AND PAGE CONTEXT	US
7,882,175 (Application No. 12/782,586)	01-Feb-11	SELECTING AN ADVERTISING MESSAGE FOR PRESENTATION ON A PAGE OF A PUBLISHER WEB SITE BASED UPON BOTH USER HISTORY AND PAGE CONTEXT	US
7,809,752 (Application No. 11/294,756)	05-Oct-10	REPRESENTING USER BEHAVIOR INFORMATION	US
7,676,467 (Application No. 11/294,750)	09-Mar-10	USER SEGMENT POPULATION TECHNIQUES	US

Application Number	Filing Date	Title	Ctry
13/110,513	18-May-11	HOSTED SERVICE FOR ANALYZING DATA RELATING TO EVENTS GENERATED BY CUSTOMER COMPUTERS	US
13/220,560	29-Aug-11	METHOD AND SYSTEM FOR PARSING NAVIGATION INFORMATION	US
13/224,132	01-Sep-11	HOSTED SERVICE FOR ANALYZING DATA RELATING TO EVENTS GENERATED BY CUSTOMER COMPUTERS	US
13/205,573	21-Mar-11	HOSTED SERVICE FOR NAMING SEGMENTS OF DATA RELATING TO EVENTS GENERATED BY CUSTOMER COMPUTERS	US
11/779,766	18-Jul-07	REPORT DEPICTING EXTENT OF COMPLETION OF A PROCESS	US
09/751,381	29-Dec-00	EXPORTING DATA UPON WHICH A SUMMARY STATISTIC IS BASED	US
13/218,115	25-Aug-11	HOSTED SERVICE FOR EXPORTING DATA RELATING TO EVENTS GENERATED BY CUSTOMER COMPUTERS	US
13/205,562	08-Aug-11	METHOD AND SYSTEM FOR LOGGING EVENTS AT A CLIENT SYSTEM	US
13/110,555	18-May-11	METHOD AND SYSTEM TRACKING EVENTS	US

Application Number	Filing Date	Title	Ctry
13/113,874	23-May-11	METHOD AND SYSTEM FOR INSTRUMENTING WEB PAGES	US
13/224,038	01-Sep-11	INTERFACE FOR GENERATING AND PRESENTING ITEM RECOMMENDATIONS	US
13/219,396	26-Aug-11	VISUALIZING AUTOMATICALLY GENERATED SEGMENTS	US
13/212,912	18-Aug-11	IMPORTING DATA USING METADATA	US
13/108,744	16-May-11	IDENTIFYING AND REPORTING ON FREQUENCY OF EVENTS IN USAGE DATA	US
13/211,269	16-Aug-11	PARSING NAVIGATION INFORMATION TO IDENTIFY OCCURRENCES OF EVENTS OF INTEREST	US
13/210,337	24-Mar-08	MODULAR RECOMMENDATIONS FRAMEWORK	US
12/408,660	20-Mar-09	USER SEGMENTATION USER INTERFACE	US
12/407,740	19-Mar-09	USER SEGMENT POPULATION TECHNIQUES	US
12/485,005	15-Jun-09	ACCEPTING BIDS TO ADVERTISE TO USERS PERFORMING A SPECIFIC ACTIVITY	US
12/714,352	26-Feb-10	ACCEPTING BIDS TO ADVERTISE TO USERS PERFORMING A SPECIFIC ACTIVITY	US
12/185,761	04-Aug-08	METHOD AND APPARATUS FOR CORRELATING PRODUCTS BASED UPON LOGICAL RELATIONS BY PRODUCT ATTRIBUTES AND OPTIONALLY WITH CUSTOMER DATA PURCHASES	US
12/410,418	24-Mar-09	ISOLATION ENVIRONMENT-BASED INFORMATION ACCESS	US
13/210,332	15-Aug-11	ISOLATION ENVIRONMENT-BASED INFORMATION ACCESS	US
11/236,319	27-Sep-05	EVALUATING ADVERTISING STRATEGIES BY SIMULATING THEIR APPLICATION	US
12/883,089	15-Sep-10	DEFINING ONE OR MORE USED SEGMENTS BASED UPON EXTENT OF COMPLETION OF A PROCESS	US
11/311,872	19-Dec-05	PER-USER AUDIENCE AUCTIONS	US

Application Number	Filing Date	Title	Ctry
12/106,977	21-Apr-08	AUDIENCE TARGETING BASED ON MEDIA SEQUENCE PLAYBACK INFORMATION	US
13/186,422	19-Jul-11	AUDIENCE TARGETING BASED ON MEDIA SEQUENCE PLAYBACK INFORMATION	US
10/830,870	23-Apr-04	USER TRACKING WITHOUT UNIQUE USER IDENTIFIERS	US
13/114,770	24-May-11	MARKETING RESPONSE OPTIMIZATION THROUGH BEHAVIORAL TARGETING	US
12/976,973	22-Dec-10	SELECTING AN ADVERTISING MESSAGE FOR PRESENTATION ON A PAGE OF A PUBLISHER WEB SITE BASED UPON BOTH USER HISTORY AND PAGE CONTEXT	US
12/874,090	01-Sep-10	REPRESENTING USER BEHAVIOR INFORMATION	US
12/640,900	17-Dec-09	USER SEGMENT POPULATION TECHNIQUES	US
13/166,018	22-Jun-11	DETERMINING TOPIC RELEVANCE FOR USERS OF INFORMATION	US
11/263,075	31-Oct-05	SYNDICATION OF BEHAVIORAL SEGMENTS FOR ADVERTISING	US
13/154,145	06-Jun-11	IDENTIFYING USERS ISSUING WEB BROWSING REQUESTS	US
12/912,681	26-Oct-10	SEGMENTATION VIA RETARGETING	US
13/073,754	28-Mar-11	DYNAMICALLY GENERATING DEMOGRAPHIC INFORMATION FOR AN ARBITRARY SEGMENT OF USERS	US
12/167,977	03-Jul-08	REAL-TIME TARGETING OF ADVERTISING	US
12/171,092	10-Jul-08	QUERY EXPANSION	US
13/210,328	15-Aug-11	QUERY EXPANSION	US
8015680.5	5-Sep-08	METHOD AND ASSEMBLY FOR ANONYMISING PERSONAL INFORMATION	EP
8012770.7	15-Jul-08	METHOD AND ASSEMBLY FOR MODELING SOCIODEMOGRAPHIC CHARACTERISTICS	EP

EXHIBIT C

Trademarks



Description

Registration/
Application
Number

Registration/
Application
Date

AUDIENCESCIENCE INC.
TRADEMARK STATUS REPORT
SEPTEMBER 29, 2011

TRADEMARKS

MARK	COUNTRY	REG./SER. NO.	REG./FILED	CLASS(ES)	STATUS/REMARKS	ASCI-
AUDIENCESCIENCE	US	4015747	23 Aug 2011	35, 38, 39, 42	23 Aug 2016-2017 Section 8 & 15 Declaration	2-1053
	Madrid	1,081,762	1 Feb 2011	35, 38, 39, 42	1 Feb 2021 Renewal	12-1031
	EU	1,081,762	1 Feb 2011	35, 38, 39, 42	15 Apr 2012 Opposition period ends 1 Feb 2021 Renewal	12-1031EU
	JP	1,081,762	1 Feb 2011	35, 38, 39, 42	Pending	12-1031JP
	Canada	1,513,507	1 Feb 2011	—	Pending—Searched	12-1032
AUDIENCE SCIENCE	US	3,868,059	26 Oct 2010	35, 38, 39, 42	26 Oct 2015-2016 Section 8 & 15 Declaration 26 Oct 2020 Renewal	2-1046
	Madrid	1,001,720	16 Apr 2009	35, 38, 39, 42	16 Apr 2019 Renewal	12-1021
	Japan (MP)	1,001,720	16 Apr 2009	35, 38, 39, 42	16 Apr 2019 Renewal	12-1021JP
	EU (MP)	1,001,720	16 Apr 2009	35, 38, 39, 42	16 Apr 2019 Renewal	12-1021EU
	Canada	1,434,698	15 Apr 2009	—	Pending—Approved	12-1022
 AudienceScience	US	3,773,158	6 Apr 2010	35, 38, 39, 42	6 Apr 2015-2016 Section 8 & 15 Declaration 6 Apr 2020 Renewal	2-1048
	Madrid	1,012,573	13 Aug 2009	35, 38, 42	13 Aug 2019 Renewal	12-1025
	EU (MP)	1,012,573	13 Aug 2009	35, 38, 42	13 Aug 2019 Renewal	12-1025EU
	Japan (MP)	1,012,573	13 Aug 2009	35, 38, 42	13 Aug 2019 Renewal	12-1025JP
	Canada	1,448,338	17 Aug 2009	—	Pending—Approved	12-1026
	US	3,773,157	6 Apr 2010	35, 38, 39, 42	6 Apr 2015-2016 Section 8 & 15 Declaration 6 Apr 2020 Renewal	2-1047
	Madrid	1,012,181	13 Aug 2009	35, 38, 39, 42	13 Aug 2019 Renewal	12-1023

BLACK LOWE & GRAHAM TMLLC



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**AUDIENCESCIENCE INC.
TRADEMARK STATUS REPORT
SEPTEMBER 29, 2011**

MARK	COUNTRY	REG./SER. NO.	REG./FILED	CLASS(ES)	STATUS/REMARKS	ASCI-	
AUDIENCESCIENCE CONNECT	EU (MP)	1,012,181	13 Aug 2009	35, 38, 39, 42	13 Aug 2019 Renewal	12-1023EU	
	Japan (MP)	1,012,181	13 Aug 2009	35, 38, 39, 42	13 Aug 2019 Renewal	12-1023JP	
	Canada	1,448,337	17 Aug 2009	—	Pending—Approved	12-1024	
	US	85/144,753	4 Oct 2010	35, 38, 39, 42	17 Nov 2011 Statement of Use or 1 st extension	2-1052	
	Madrid	1,082,007	4 Oct 2010	35, 38, 39, 42	4 Oct 2020 Renewal	12-1029	
	EU (MP)	1,082,007	4 Oct 2010	35, 38, 39, 42	4 Oct 2020 Renewal	12-1029EU	
	JP (MP)	1,082,007	4 Oct 2010	35, 38, 39, 42	Pending	12-1029JP	
	Canada	1,501,074	25 Oct 2010	—	Pending—Searched	12-1030	
	Madrid	1,055,188	21 May 2010	35, 38, 39, 42	21 May 2010 Renewal	12-1027	
	EU (MP)	1,055,188	21 May 2010	35, 38, 39, 42	12 Aug 2011 Open to Oppositions	12-1027EU	
AUDIENCE GATEWAY	Japan (MP)	1,055,188	21 May 2010	35, 38, 39, 42	15 Jun 2011 Sent response to Provisional Refusal Awaiting Examination	12-1027JP	
	Canada	1,482,043	20 May 2010	—	Pending—Searched		
	US	3,319,619	23 Oct 2007	35	23 Oct 2012-2013 Section 8 & 15 Declaration 23 Oct 2017 Renewal	2-1038	
	EU (MP)	864,699	14 Apr 2005	9, 35, 39, 42	14 Apr 2015 Renewal	12-1013	
	Canada	TMA 739,655	7 May 2009	—	7 May 2024 Renewal	12-1014	
	US	3,013,930	8 Nov 2005	35, 39, 42	8 Nov 2010-2011 Section 8 & 15 Declaration (SI-400) 8 Nov 2015 Renewal	2-1028	
	EU (CTM)	3,720,919	18 Oct 2005	9, 35, 39, 42	22 Mar 2014 Renewal	12-1005	
	Canada	TMA 670,170	17 Aug 2006	—	17 Aug 2021 Renewal	12-1006	
	BEHAVIORAL SYNDICATION	US	3,319,619	23 Oct 2007	35	23 Oct 2012-2013 Section 8 & 15 Declaration 23 Oct 2017 Renewal	2-1038
		EU (MP)	864,699	14 Apr 2005	9, 35, 39, 42	14 Apr 2015 Renewal	12-1013
Canada		TMA 739,655	7 May 2009	—	7 May 2024 Renewal	12-1014	
US		3,013,930	8 Nov 2005	35, 39, 42	8 Nov 2010-2011 Section 8 & 15 Declaration (SI-400) 8 Nov 2015 Renewal	2-1028	
EU (CTM)		3,720,919	18 Oct 2005	9, 35, 39, 42	22 Mar 2014 Renewal	12-1005	
Canada		TMA 670,170	17 Aug 2006	—	17 Aug 2021 Renewal	12-1006	
DELIVER THE AUDIENCE. DRIVE THE REVENUE.		US	3,319,619	23 Oct 2007	35	23 Oct 2012-2013 Section 8 & 15 Declaration 23 Oct 2017 Renewal	2-1038
		EU (MP)	864,699	14 Apr 2005	9, 35, 39, 42	14 Apr 2015 Renewal	12-1013
		Canada	TMA 739,655	7 May 2009	—	7 May 2024 Renewal	12-1014
		US	3,013,930	8 Nov 2005	35, 39, 42	8 Nov 2010-2011 Section 8 & 15 Declaration (SI-400) 8 Nov 2015 Renewal	2-1028
	EU (CTM)	3,720,919	18 Oct 2005	9, 35, 39, 42	22 Mar 2014 Renewal	12-1005	
	Canada	TMA 670,170	17 Aug 2006	—	17 Aug 2021 Renewal	12-1006	

TRADEMARK


REEL: 004640 FRAME: 0116

BLACK LOWE & GRAHAM ^{PLC}



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Seattle, Washington 98104
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**AUDIENCESCIENCE INC.
TRADEMARK STATUS REPORT
SEPTEMBER 29, 2011**

MARK	COUNTRY	REG./SER. NO.	REG./FILED	CLASS(ES)	STATUS/REMARKS	ASCI-
REVENUE SCIENCE	EU (CTM)	3,536,216	14 Apr 2005	9, 35, 39, 42	12 Nov 2013 Renewal	12-1001
	Canada	TMA690,016	15 Jun 2007	—	15 Jun 2022 Renewal	12-1002
	U.S.	3,116,103	18 Jul 2006	9	18 Jul 2011–2012 Section 8 & 15 Declaration 18 Jul 2016 Renewal	2-1035
	US	3,116,104	18 Jul 2006	35, 39, 42	18 Jul 2011–2012 Section 8 & 15 Declaration 18 Jul 2016 Renewal	2-1036

PENDING


MARK	COUNTRY	SERIAL NO.	FILED	CLASS(ES)	STATUS/REMARKS	ASCI-
	US	Unfiled	Unfiled	35, 38, 39, 42	26 Jan 2011 Per client's email, hold off on filing	2-1054



EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date