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FORM PTO-1594
(Rev 5-93)

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RECORD
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DEPARTMENT OF COMMERCE
Patent and Trademark Office

101281382

To the Honorable Commissioner of Patents and Tra

original documents or copy thereof.

<p>1. Name of conveying party(ies): ACCOUNTINGNET SOLUTIONS, INC.</p> <p>Individual(s) citizenship:</p> <p>Association: General Partnership: Limited Partnership: Corporation - State: WASHINGTON Other:</p> <p>Additional name(s) of conveying party(ies) attached? [] Yes [X] No</p> <p>3. Nature of Conveyance: [] Assignment [] Merger [X] Security Agreement [] Change of Name [] Other</p> <p>Execution Date: November 24, 1999</p>	<p>2. Name and address of receiving party(ies): Name: PRO2NET CORPORATION Address: 600 STEWART STREET, SUITE 1101 City: SEATTLE State: WA Zip: 98101</p> <p>Individual(s) citizenship: Association: General Partnership: Limited Partnership: Corporation - State: WASHINGTON Other: a California chartered bank</p> <p>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 [x] No</p>
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<p>4. Application number(s) or trademark number(s):</p> <p>A. Trademark Application No.(s)</p> <table border="0"> <tr><td>75/630,865</td><td>75/613,441</td></tr> <tr><td>75/593,724</td><td>75/593,723</td></tr> <tr><td>75/597,991</td><td>75/598,970</td></tr> <tr><td>75/662,797</td><td></td></tr> </table>	75/630,865	75/613,441	75/593,724	75/593,723	75/597,991	75/598,970	75/662,797		<p>B. Trademark Registration No.(s)</p> <p style="text-align: center;">N/A</p>
75/630,865	75/613,441								
75/593,724	75/593,723								
75/597,991	75/598,970								
75/662,797									
Additional numbers attached? [] Yes [X] No									

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Erin O'Brien Internal Address: GRAY CARY WARE & FREIDENRICH 401 B Street, Suite 1700 San Diego, California 92101-4297</p>	<p>6 Total number of applications and registrations involved: 7</p> <hr/> <p>7. Total fee (37 CFR 3.41) \$ 190.00 E [] Enclosed [X] Authorized to be charged to deposit account</p> <hr/> <p>8. Deposit account number: <u>07-1907</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Erin O'Brien *Erin O'Brien* January 21, 2000
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: [6]

Mail Documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

02/24/2000 TTON11 00000036 071907 75630865
01 FC:481 40.00 CH
02 FC:482 150.00 CH
Gray Cary\SD\1284414.2
1090371-908800

TRADEMARK
REEL: 002026 FRAME: 0146

FIRST AMENDMENT
TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Amendment to Intellectual Property Security Agreement is entered into as of November 24, 1999, by and between IMPERIAL BANK ("Bank") and PRO2NET CORPORATION ("Borrower").

RECITALS

Borrower and Bank are parties to that certain Intellectual Property Security Agreement dated as of October 1, 1998 (the "Security Agreement") in which Borrower is referred to as "ACCOUNTINGNET SOLUTIONS, INC." Borrower has changed its name as reflected in Exhibit A attached hereto. This Amendment corrects the name of Borrower in the Security Agreement.

NOW, THEREFORE, the parties agree as follows:

1. All references in the Security Agreement to "ACCOUNTINGNET SOLUTIONS, INC." shall mean and refer to "PRO2NET CORPORATION"
2. Unless otherwise defined, all capitalized terms in this Amendment shall be as defined in the Security Agreement. Except as amended, the Security Agreement remains in full force and effect.
3. Borrower represents and warrants that the Representations and Warranties contained in the Security Agreement are true and correct as of the date of this Amendment, and that no Event of Default has occurred and is continuing.
4. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the first date above written.

Address:
600 Stewart Street, Ste. 1101
Seattle, WA 98101

Attn: Derek Doke

PRO2NET CORPORATION

By:  _____
Title: CEO

Address:
226 Airport Parkway
San Jose, CA 95110-1024
Attn: Corporate Banking Center

IMPERIAL BANK

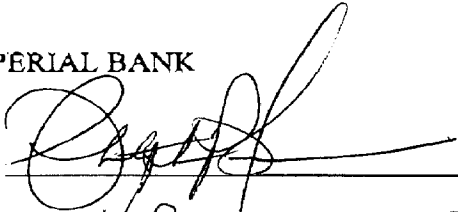
By:  _____
Title: VP

EXHIBIT A

CERTIFIED COPY OF
CERTIFICATE OF AMENDMENT

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

ACCOUNTINGNET SOLUTIONS, INC.

Changing name to PRO2NET CORPORATION

as filed in this office on November 16, 1999.



Date: December 6, 1999

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*


Ralph Munro, Secretary of State

Ralph Munro, Secretary of State

200-001

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ACCOUNTINGNET SOLUTIONS, INC.**

FILED
STATE OF WASHINGTON
NOV 16 1999
RALPH MUNEZ
SECRETARY OF STATE

Pursuant to the provisions of RCW 23B.10 of the Washington Business Corporation Act, **AccountingNet Solutions, Inc.**, a Washington corporation, hereby adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the corporation is:

AccountingNet Solutions, Inc.

SECOND: Article 1 of the articles of incorporation is amended to read in its entirety as follows:

ARTICLE 1

Name

The name of the Corporation is:

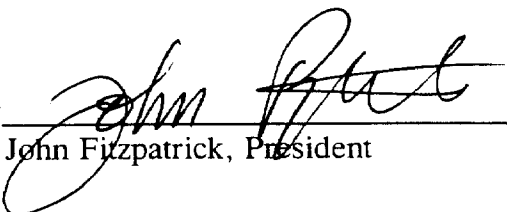
Pro2Net Corporation

THIRD: The amendment does not provide for an exchange, reclassification or cancellation of any issued shares.

FOURTH: The foregoing amendment of the articles of incorporation was adopted on November 15, 1999 by the board of directors of the corporation in accordance with the provisions of RCW 23B.10.020 and shareholder action was not required.

EXECUTED this 15th day of November, 1999.

ACCOUNTINGNET SOLUTIONS, INC.

By 
John Fitzpatrick, President

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

ACCOUNTINGNET SOLUTIONS, INC.

a Washington Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to PRO2NET CORPORATION

UBI Number: 601 847 814

Date: November 16, 1999



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State 2-572761-1

TRADEMARK