

02-08-2001

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



101608304

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

2/8/01

TO: The Commissioner of Patents and Trademarks: please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year \_\_\_\_\_
- Merger
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Company Finance.com, Inc.

Formerly \_\_\_\_\_

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization California

RECEIVED  
2001 FEB-8 AM 11:23  
ASSIGNMENT SERVICES  
INVESTOR

Receiving Party

Mark if additional names of receiving parties attached

Name Seagemark Capital, LP

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 700 Gemini, Suite 104

Address (line 2) \_\_\_\_\_

Address (line 3) Houston TX 77058  
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages  Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="76865001"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75918331"/>	<input type="text"/>	<input type="text"/>
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Number of Properties  Enter the total number of properties involved. #

Fee Amount  Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

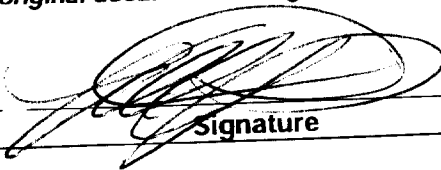
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

VALERIE J. PELTON  
Name of Person Signing

  
Signature

2-6-01  
Date Signed

NOTICE OF SECURITY AGREEMENT

NOTICE dated as of February 6, 2001, of certain security interests in certain intellectual property as set forth in a Security Agreement made by companyfinance.com, inc., a California corporation, having an address at 1212 Rollins Road, Burlingame, California 94010 ("Debtor") and Sagemark Capital, LP, whose address is 700 Gemini, Suite 104, Houston, Texas 77058 ("Sagemark"), pursuant to a Loan Agreement dated as November 8, 2000, between Debtor and Secured Parties (as may be modified or amended from time to time, the "Investment Agreement"). Such Security Agreement, as may be modified or amended from time to time, is referred to as the "Security Agreement" and Sagemark together with their successors and assigns, are collectively referred to as "Secured Parties".


WHEREAS, Debtor is the owner of certain intellectual property collateral (the "Listed Intellectual Property Collateral") as listed in Schedules A, B and/or C hereto; and

WHEREAS, Secured Parties have agreed to make certain loans to Debtor pursuant to the Loan Agreement on the condition that the Debtor pledge and grant to Secured Parties as collateral for Liabilities (as defined in the Security Agreement) a security interest and lien in and on "IP Collateral", together with all other related claims and rights, including but not limited to associated goodwill, as more fully set forth in the Security Agreement.

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Liabilities, Debtor hereby pledges, grants and collaterally assigns to Secured Parties a security interest in and to all rights, title and interest in and to the aforesaid IP Collateral, including but not limited to the Listed Intellectual Property, and gives notice of such interest and the existence of the Security Agreement providing therefore.

Executed as of the first date set forth above.

companyfinance.com, inc.

  
By: Johnathan Orban

Its: Chief Executive Officer

STATE OF CALIFORNIA  
COUNTY OF SAN MATEO

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 7<sup>TH</sup> day of FEBRUARY, 2001, personally appeared JONATHAN ORBAN to me known personally, and who, being first by me duly sworn, depose and say that he is the CEO of Country Finance, Com, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that they acknowledged said instrument to be the free act and deed of said corporation.



Notary Public

My commission expires: \_\_\_\_\_

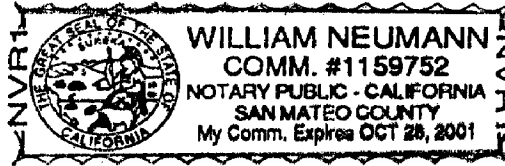


EXHIBIT "A"  
to Notice of Security Agreement

COPYRIGHT COLLATERAL

<u>COPYRIGHT DESCRIPTION</u>	<u>DATE OF CREATION</u>	<u>FIRST DATE OF DISTRIBUTION</u>	<u>ORIGINAL AUTHOR OR OWNER OF COPYRIGHT (IF DIFFERENT FROM DEBTOR)</u>	<u>DATE AND RECORDATION NUMBER OF IP AGREEMENT TO OWNER OF DEBTOR (IF ORIGINAL AUTHOR OR OWNER OF COPYRIGHT IS DIFFERENT FROM DEBTOR)</u>
		NONE		

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EXHIBIT "B"  
to Notice of Security Agreement

PATENT COLLATERAL

PATENT DESCRIPTION	DOCKET NO.	COUNTRY	SERIAL NO.	FILING DATE	STATUS
		NONE			

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EXHIBIT "C"

to Notice of Security Agreement

TRADEMARK COLLATERAL

TRADEMARK DESCRIPTION	COUNTRY	SERIAL NO.	REG. NO.	STATUS
Companyfinance .com, inc.	USA		76/865,001	Filed 12/16/1999
companyfinance. com, inc.	USA		75/918,331	Filed 02/02/2000

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