

02-25-2002

FORM PTO-
1-31-92

REC



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

2.4/02

101991568

To the Honorable Commissioner of Patents and Trademarks: **Please record the attached** original documents or copy thereof.

PARASCRIPT, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other LLC
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

10/26/01

2. Name and address of receiving party(ies):

Name: Silicon Valley Bank

Internal Address: Loan Documentation HA155

Street Address: 3003 Tasman Drive

City: Santa Clara State: Ca ZIP: 95054

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State WY
- Other _____

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 No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/913,382 78/058,012 78/057,369

2,279,688 2,191,353

76/188,625 76/188,627 78/074,320

2,485,641 2,476,700

76/087,757 78/052,705 78/076,492

2,184,827 2,379,988

76/167,781 78/051,888

2,191,350 2,474,841

76/188,626 78/052,952

2,191,351

2,191,352

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Silicon Valley Bank

Internal Address: Loan Documentation HA155

Street Address: 3003 Tasman Dr.

City: Santa Clara State: Ca

ZIP: 95054

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41):\$ 590.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

02/22/2002 LMUELLER 00000246 75913382

01 FC:481
02 FC:482

40.00 OP
550.00 OP

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.

Shannon Hubbard
Name of Person Signing

Shannon Hubbard
Signature

11/1/01
Date

Total number of pages comprising cover sheet: 13

OMB No 0651 -0011 (exp 4/94)

TRADEMARK
REEL: 002448 FRAME: 0388

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of October 26, 2001 by and between SILICON VALLEY BANK ("Bank") and Parascript, LLC ("Grantor").

RECITALS

A. Bank 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 Bank and Grantor dated October 26, 2001 (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). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank 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 Bank 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 Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (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 Bank under the Loan Agreement. The rights and remedies of Bank 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 Bank as a matter of law or equity. Each right, power and remedy of Bank 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 Bank 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 Bank, of any or all other rights, powers or remedies.

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

Due
10/26/01

Address of Grantor:

7105 La Vista Place
Niwot, CO 80503

Attn: Stephanie Hartford

Address of Bank:

4410 Arapahoe Ave., Ste. 200
Boulder, CO 80303

Attn: MIKE DEVERY

GRANTOR:

Parascript, LLC

By: Alan E Williamson

Title: SUP Finance & Admin. CF

BANK:

SILICON VALLEY BANK

By: [Signature]

Title: SUP

Handwritten: 01/30/01

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

N/A
aw 10/30/01

**EXHIBIT B
PARASCRIPT, LLC UNITED STATES PATENT ACTIVITIES**

OCTOBER 29, 2001

FILE NO. OR HISTORY (ATTORNEY)	PATENT TITLE	STATUS APP. NO. APP. DATE	PAT. NO.	WHAT'S NEXT?
Patent originally owned by Paragraph; sold to Vadem and now sold to Microsoft. (Martin Shively at Microsoft)	Method and Apparatus for Recognizing Cursive Writing From Sequential Input Information	Issued 11/14/95	5,467,407	Licensed from Paragraph Now believed to be owned by Microsoft Maintenance fee paid May 14, 1999 Second fee due 5/14/02
Patent originally owned by Paragraph; sold to Vadem and now sold to Microsoft. (Martin Shively at Microsoft)	Method and Apparatus for Representing Image Data Using Piecewise Polynomial Approximation Method and Iterative Transformation-reparameterization Technique	Issued 12/05/95	5,473,742	Licensed from Paragraph Now believed to be owned by Microsoft Maintenance fee paid May 20, 1999 Second fee due 6/5/02
Application owned by Paragraph and sold to Vadem. (BJ Olson at Vadem; Townsend & Townsend at Palo Alto)	Method and Apparatus for Cross Validation of Form Fields	Application Filed on April 18, 1995 08/424,941; Abandoned by Vadem January, 1998		Homer notified B.J. Olson to keep original application in good standing at the Patent Office; however, we now know that Vadem had already abandon the application.
Patent owned by Paragraph, sold to Vadem and now sold to Microsoft. (Martin Shively at Microsoft)	Method and Apparatus for Representing Image Data Using Piecewise Polynomial Approximation Method and Iterative Transformation-reparameterization Technique	Filed application May 9, 1995 08/437,638 Issued 03/28/00	6,044,171	Licensed from Paragraph Now believed to be owned by Microsoft Maintenance fee due 9/28/03
40002.1-US-01 (Homer Knearl)	Manual Search Restriction on Documents Not Having an ASCII Index	Filed 7-20-99 S.N. 09/357.475		Awaiting Action by Patent Office

*Deborah Turunjan
10/30/01*

**EXHIBIT B
PARASCRIPT, LLC UNITED STATES PATENT ACTIVITIES**

OCTOBER 29, 2001

FILE NO OR HISTORY (ATTORNEY)	PATENT TITLE	STATUS APP. NO. APP. DATE	PAT. NO.	WHAT'S NEXT?
Patent owned by Paragraph sold to Vadem and now sold to Microsoft. (Martin Shively at Microsoft)	Method and Apparatus for Recognizing Cursive Writing From Sequential Input Information	Issued May 17, 1994	5,313,527	Licensed from Paragraph Now believed to be owned by Microsoft Maintenance fee paid 1/14/98 Second fee due 11/17/01
40002.2-US-01 (Homer Knearl)	Secured Signature Verification System for Internet			Search report results to client 3/28/00 No present plan to file
40002.4-US-01 (Homer Knearl)	Holistic-Analytical Recognition of Handwritten Text	Filed 2/17/01 Serial #: 09/788,032		Awaiting Action by Patent Office
40001.8-US-P1 (Homer Knearl)	RiteMail Architecture and process	Filed 4/16/01 Serial #60/284,075	pending	Application filed 4/16/01. Provisional application effective until 4/16/02. Need to target all RiteMail applications summer of 2001.
(Homer Knearl)	Payee Name Extraction from Financial Documents			Meeting on 6/28/01 to discuss invention disclosure. Being evaluated.
40002.10-US-01 (Homer Knearl)	Payee Match Positive Pay Invention			Application

**TRADEMARK
REEL: 002448 FRAME: 0393**

Deborah Turunjian
(1/31/01)

**EXHIBIT C
PARASCRIPT, LLC UNITED STATES TRADEMARK REGISTRATION ACTIVITIES**

OCTOBER 29, 2001

FILE NO./ATTORNEY	MARK CLASS	STATUS APP. NO. APP. DATE	REG. NO. REG. DATE RENEW DATE	WHAT'S NEXT?
38717.840006.000 Scott Havlick	NHR Class 09 Use ® symbol	Registered 75/193,915 11/06/96	TM: 2,279,688 09/21/99 09/21/09	Application Filed on 12/02/98. Amendment filed to further clarify dates of use. Submitted to Holland and Hart on 6/20/99. Approved 8/19/99. Received trademark certificate on 10/08/99. Renewal Period: 3/21/09-09/21/09 Use Declaration Period: 09/21/04-09/21/05
38717.840007.000 Scott Havlick	CREATIVE RECOGNITION SOLUTIONS Class 09 Use ® symbol	Registered 75/555,512 filed 9/18/98	TM: 2,485,641 Ref: 38717.840007.000 9/4/01 0/4/11	Posted to the Official Gazette. Awaiting Notice of Allowance due in July 2000. Extension filed on November 2, 2000. Acceptance of first RFE pending. Proof of use sent to Scott 3/20/01. Notice of Acceptance of Statement of Use received 8/13/01. Renewal Period: 9/4/06-09/4/07 Use Declaration Period: 9/4/10-9/4/11
38717.840010.000 Scott Havlick	TOTAL RECOGNITION Class 09 Use ® symbol	Registered 75/913,382 08/18/00	Ref. 38717.840010.000 9/11/01 9/9/11	Publication Date Sept. 19, 00. Renewal Period: 2/25/08 – 8/25/08 Use Declaration Period: 8/25/03 – 8/25/04 Sent proof of use to Scott 3/2/01. Notice of Acceptance of Statement of Use received 8/16/01. Received Certificate of Registration on 10/17/01 Renewal Period: 9/11/01 – 9/9/11 Use Declaration Period: 9/11/06-9/11/07

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**EXHIBIT C
PARASCRIPT, LLC UNITED STATES TRADEMARK REGISTRATION ACTIVITIES**

OCTOBER 29, 2001

FILE NO./ATTORNEY	MARK CLASS	STATUS APP. NO. APP. DATE	REG. NO. REG. DATE RENEW DATE	WHAT'S NEXT?
38717.840001.000 Scott Havlick	FIELDSCRIPT Class 09 Use @ symbol	Registered 9/8/98 75/193,910 11/06/96	TM: 2,184,827 08/25/98 08/25/08	Renewal Period: 2/25/08 – 8/25/08 Use Declaration Period: 8/25/03 – 8/25/04
38717.840002.000 Scott Havlick	CHECKSCRIPT Class 09 Use @ symbol	Registered 75/193,911 11/06/96	TM: 2,191,350 09/22/98 09/22/08	Renewal Period: 3/22/03 – 9/22/08 Use Declaration Period: 9/22/03-9/22/04
38717.840003.000 Scott Havlick	ADRESSSCRIPT Class 09 Use @ symbol	Registered 75/193,912 11/06/96	TM: 2,191,351 09/22/98 09/22/08	Renewal Period: 3/22/08 – 9/22/08 Use Declaration Period: 9/22/03 – 9/22/04
38717.840004.000 Scott Havlick	FAXSCRIPT Class 09 Use @ symbol	Registered 75/193,913 11/06/96	TM: 2,191,352 09/22/98 09/22/08	Renewal Period: 3/22/08 – 9/22/08 Use Declaration Period: 9/22/03-9/22/04
38717.840005.000 Scott Havlick	SCRIPTSEARCH Class 09 Use @ symbol	Registered 75/193,914 11/06/96	TM: 2,191,353 09/22/98 09/22/08	Renewal Period: 3/18/08 – 9/19/08 Use Declaration Period: 9/21/03 – 9/20/04
38717.840011.000 Scott Havlick	CHECKPLUS Class 09 Use @ symbol	Registered 75/913381 02/08/00	TM: 2,476,700 8/7/01 8/7/11	Renewal Period: 2/7/11-8/7/11 Use Declaration Period: 8/7/06-8/7/07

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Stenhanie Hartford

**EXHIBIT C
PARASCRIPT, LLC UNITED STATES TRADEMARK REGISTRATION ACTIVITIES**

OCTOBER 29, 2001

FILE NO./ATTORNEY	MARK CLASS	STATUS APP. NO. APP. DATE	REG. NO. REG. DATE RENEWAL DATE	WHAT'S NEXT?
38717.840008.000 Scott Havlick	P design Class 09 Use ® symbol	Registered 75/545,833 07/24/00	2,379,988 08/22/00 08/22/10	No opposition notification within the notice period. Can be challenged if we do not use for 6 months. Statement of Use filed on March 28, 2000. Renewal Period 02/22/10 - 8/22/10 Use Declaration Period 08/22/05 - 08/22/06
38717.840009 Scott Havlick	Parascrypt Name Ownership Class 09 Use ® symbol	Registered 12/03/98	2,474,841 8/7/01 8/7/11	Renewal Period: 2/7/11-8/7/11 Use Declaration Period: 8/6/06-8/6/07
38717.8400095 Scott Havlick	Electronic Recognition Technology	Completed	N/A	ERT study not approved
38717.840016.000 Scott Havlick Kris Miller	RiteMail Class 09	Pending 76/188,625 01/02/01	Ref: 38717.840016 App#: 76/188,625	Search requested 10/30/00. Completed on 11/17/00. Application filed on 01/02/01. Notice of Publication pending 7/20/01.
38717-840012.000 Scott Havlick Kris Miller	Pen & Internet Class 09	Pending 76/087,757 06/11/00	Ref: 38717-840012.000 Application# 76/087,757	Study Completed and accepted as clean. Kris Miller drafting the paperwork for signature by July 8 th . Application filed on 7/11/00. Notice of Publication accepted and will be published on 9/4/01.

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Stenhanie Hartford

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**EXHIBIT C
PARASCRIPT, LLC UNITED STATES TRADEMARK REGISTRATION ACTIVITIES**

OCTOBER 29, 2001

FILE NO./ATTORNEY	MARK CLASS	STATUS APP. NO. APP. DATE	REG. NO. REG. DATE RENEW DATE	WHAT'S NEXT?
Scott Havlick Kris Miller	Natural Pen Interface (NPI)	Abandoned	N/A	Study requested. Due back on July 11 th . The report reflected many conflicts. Legal council recommended that we not pursue. Full report in my desk. Report dated 7/14/00.
Scott Havlick Kris Miller	Ink Mail	Abandoned	N/A	Conflicts with CIC
38717.840013.000 Scott Havlick Kris Miller	Advanced Recognition Alliance Class 09	Pending 76/167,781 11/17/00	Ref: 38717.840013.000 App#: 76/167,781	Received full report on October 30 th and requested council to proceed with filing. Paperwork filed November 6 th - awaiting copies. Application filed on 11/17/00. Notice of Publication pending.
38717.840014.000 Scott Havlick Kris Miller	TRT Class 09	Pending 76/188,626 01/02/01	Ref: 38717.840014.000 App#: 76/188,626	Search conducted on 11/17/00. Application filed on 01/02/01.
39717.0015 Scott Havlick Kris Miller	RITESHape or RITE SHAPE Class 09	Pending 78/058012 4/11/01	Ref: 38717.0015 App#: 78/058012	Search completed 12/26/00. Application filed on 4/11/01. Notice of Opposition Publication Accepted for 10/2/01.
Scott Havlick Kris Miller	MAILROUTER	Abandoned		Search completed 2/5/01 Application filed on "InMailRouter"

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Stenhanie Hartford

**EXHIBIT C
PARASCRIPT, LLC UNITED STATES TRADEMARK REGISTRATION ACTIVITIES**

OCTOBER 29, 2001

FILE NO./ATTORNEY	MARK CLASS	STATUS APP. NO. APP. DATE	REG. NO. REG. DATE RENEW DATE	WHAT'S NEXT?
38717.840015.000 Scott Havlick Kris Miller	TRS Class 40	Pending 76/188,627 01/02/01	Ref: 38717.840015.000 App#: 76/188,627	Search completed 11/17/00. Application filed on 01/02/01. Reclassified 6/27/01.
38717.0012 Scott Havlick Kris Miller	The Rite Connection, The Rite Tools Class 038	Pending 78/052705 3/12/01	Ref: 38717.0012 App#: 78/052705:	Search completed 2/20/01. Application filed on 3/12/01
38717.0011 Scott Havlick Kris Miller	INMAILROUTER Class 09	Pending 78/051,888 3/7/01	Ref: 38717.0011 App#: 78/051888	Search completed 3/5/01. Application filed on 3/7/01
38717.0013 Scott Havlick Kris Miller	RiteScript Class 09	Pending 78/052952 3/13/01	Ref: 38717.0013 App#: 78/052952	Search completed on 3/13/01. Application filed 3/13/01. 7/2/01 - Notice of Publication accepted for 8/28/01
38717.0014 Scott Havlick Kris Miller	The Total Recognition Company Class 09	Pending 78/057369	Ref: 38717.0014 App#: 78/057369	No search made, per S. Havlick's recommendation. Application filed 4/9/01.
38717.0016 Scott Havlick Kris Miller	RiteCommand Class 09	Pending 78/074320	Ref: 38717.0016 App#: 78/074320	Search completed on 7/16/01. Application filed on 7/17/01.
Scott Havlick Kris Miller	RiteForm Class 09		N/a	Search completed on 7/16/01. Conflicts with high risk. Leonid decided to hold off on this name.

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Stephanie Hartford

10/29/01

**EXHIBIT C
PARASCRIPT, LLC UNITED STATES TRADEMARK REGISTRATION ACTIVITIES**

OCTOBER 29, 2001

FILE NO./ATTORNEY	MARK CLASS	STATUS APP. NO. APP. DATE	REG. NO. REG. DATE RENEW DATE	WHAT'S NEXT?
Scott Havlick Kris Miller	RiteRx Class 09		N/a	Search completed on 7/16/01. Leonid decided not to file application at this time.
38717.0017 Scott Havlick Kris Miller	Paraport Class 035	Pending 78/076492	Ref: 38717.0017 App#: 78/076492	Search completed on 7/25/01. Application filed on 7/30/01 for TRS.

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Stenhanie Hartford

EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date

*N/A aw
10/30/01*