

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):
 VITALSTREAM HOLDINGS INC. (Nevada corporation)
 VITALSTREAM INC. (Delaware corporation)
 VITALSTREAM BROADCASTING CORPORATION (Nevada corporation)

Individual(s) Association
 General Partnership Limited Partnership
 Corporation (States - See above)
 Other

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

2. Name and Address of receiving party(ies)
 Name: DOLPHIN COMMUNICATIONS PARTNERS L.P.
 Address: 750 Lexington Avenue, 16th Floor
 New York, NY 10022

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Delaware
 Corporation _____
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Security Interest

Effective Date: June 30, 2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s): 76/229240
 Additional numbers attached? Yes No

B. Trademark Registration No.(s): 2643791, 2650274

5. Name and address of party to whom correspondence concerning document should be mailed:
 Hayley M. Smith
 Senior Legal Assistant
 Kirkland & Ellis
 153 East 53rd Street
 New York, NY 10022-4675

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41)..... \$ 90.00
 Enclosed
 To be Charged to Deposit Account

8. Deposit Account No. 111098
 (Attach duplicate copy of this page if paying by deposit account)

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.

Hayley M. Smith Hayley M. Smith 10/16/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: _____

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

CH \$90.00 111098 76229240

/03/2003 THU 10:31 FAX

JUL-03-03 09:09

FROM-DOLPHIN COMMUNICATIONS

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T-556

P:02/05

F-325

MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS AND GOODWILL

VITALSTREAM HOLDINGS, INC., a Nevada corporation, and its wholly owned subsidiaries VITAL STREAM, INC., a Delaware corporation and VITALSTREAM BROADCASTING CORPORATION, a Nevada corporation whose address is One Jenner, Suite 100, Irvine, CA 92618 (collectively, "Debtor"), does hereby grant to DOLPHIN COMMUNICATIONS PARTNERS, L.P. ("Creditor"), a security interest in and to all of debtor's right, title and interest in and to the trademarks and trademark registrations and applications therefore which are identified on Exhibit A attached hereto and herein incorporated by this reference (the "Trademarks"), together with the goodwill and assets of the business owned by Debtor to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the security interest granted hereby are contained in that certain Security Agreement (the "Agreement") dated as of the date hereof, by and between Debtor and Creditor as security for Debtor's performance of Debtor's obligations as set forth in the Dolphin Agreements (as defined therein). Nothing contained in this Memorandum of Security Interest shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Creditor may have in any other collateral described in the Agreements or otherwise.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this _____ day of _____, 2003.

"CREDITOR"

"DEBTOR"

DOLPHIN COMMUNICATION PARTNERS, L.P.

VITALSTREAM HOLDINGS, INC.

By:
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

VITALSTREAM, INC.

By: _____
Name: _____
Title: _____

VITALSTREAM BROADCASTING CORPORATION

By: _____
Name: _____
Title: _____

MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS AND GOODWILL

VITALSTREAM HOLDINGS, INC., a Nevada corporation, and its wholly owned subsidiaries VITAL STREAM, INC., a Delaware corporation and VITALSTREAM BROADCASTING CORPORATION, a Nevada corporation whose address is One Jenner, Suite 100, Irvine, CA 92618 (collectively, "Debtor"), does hereby grant to DOLPHIN COMMUNICATION PARTNERS, L.P. ("Creditor"), a security interest in and to all of Debtor's right, title and interest in and to the trademarks and trademark registrations and applications therefore which are identified on Exhibit A attached hereto and herein incorporated by this reference (the "Trademarks"), together with the goodwill and assets of the business owned by Debtor to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the security interest granted hereby are contained in that certain Security Agreements (the "Agreement"), dated as of the 2nd day of July, 2003, by and between Debtor and Creditor as security for Debtor's performance of Debtor's obligations as set forth in the Agreement. Nothing contained in this Memorandum of Security Interest shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Creditor may have in any other collateral described in the Agreement or otherwise.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 2nd day of July, 2003.

"CREDITOR"

"DEBTOR"

VITALSTREAM HOLDINGS, INC.

By: _____
Name: _____
Title: _____

By: Kevin D. Herold
Name: Kevin D. Herold
Title: CEO

VITALSTREAM, INC.

By: Kevin D. Herold
Name: Kevin D. Herold
Title: CEO

VITALSTREAM BROADCASTING CORPORATION

By: Kevin D. Herold
Name: Kevin D. Herold
Title: CEO

EXHIBIT A

	<u>Name</u>	<u>Registration No.</u>
1.	VitalStream	2643791 (U.S.) 1943802 (E.U.)
2.	MediaConsole	2650274
3.	NetCluster	76229240

04:22pm From-VitalStream, Inc.

048 727 9660

T-414 P.004/004 F-747

By: _____
Name: _____
Title: _____
State of California)

County of Orange)

SS:

On July 7, 2003, before me, Martha J. Romo, a notary public in and for said State, personally appeared Kevin D. Bergsg, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Martha J. Romo

