

MAY 21 2003

05-27-2003

25

FORM PTO-1594

RECOI



U.S. DEPARTMENT OF COMMERCE

(Rev. 03/01)

OMF No. 0651-0027 (exp. 05/31/2002)

Patent and Trademark Office

102456559

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

1. Name of conveying party(ies):  
ECOLLEGE.COM

S-21-03

- Individual(s)
- General Partnership
- Corporation-State
- Other

- Association
- Limited Partnership

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

Name: Silicon Valley Bank  
Internal Address: HA155

Street Address: 3003 Tasman Drive

City: Santa Clara State: CA ZIP: 95054

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

3. Nature of conveyance:

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

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
Additional name(s) & address(es) attached?  Yes  No

5/5/03

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

A. Trademark Application No.(s)

78/209,178

78/209,184

78/209,191

78/209,182

78/209,188

78/209,193

B. Trademark No.(s)

2,616,214 2,247,134

2,613,682 2,260,928

2,616,215 2,271,931

2,580,634 2,320,915

2,619,309

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: 14

7. Total fee (37 CFR 3.41): \$ 365.00 390.00

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

05/23/2003 BTOM11 00000118 78209178

01 FC:8521 40.00 DP

02 FC:8522 350.00 DP

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.

Maibei Arteaga

Name of Person Signing

Maibei Arteaga  
Signature

5/14/2003

Date

FOR SH COMM

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK

REEL: 002739 FRAME: 0762



## ADDENDUM TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Addendum to Intellectual Property Security Agreement is executed pursuant to, and is an addendum to, an Intellectual Property Security Agreement, dated October 21, 1999, by and between eCollege.com ("Grantor") with its principal office at 4900 South Monaco Street, Denver, CO 80237 and formerly at 10200 E. Girard Avenue, Denver, CO 80231, and Silicon Valley Bank ("Bank") with its principal office at 3003 Tasman Drive, Santa Clara, CA 95054. This Addendum to Intellectual Property Security Agreement is presented for recordation as constructive notice that Grantor, the owner of the intellectual property identified in the exhibit(s) attached hereto, has granted to Bank a security interest in the intellectual property described on exhibits(s) attached hereto, and the exclusive rights comprised in the intellectual property, to secure payment of a debt.

IN WITNESS WHEREOF, Grantor has executed this Addendum to Intellectual Property Security Agreement as of May 5, 2003.

**GRANTOR:**

**ECOLLEGE.COM**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*[Handwritten Signature]*  
\_\_\_\_\_  
*Douglas Kelsall*  
\_\_\_\_\_  
*Executive VP & CFO*  
\_\_\_\_\_



Exhibit "A" attached to that certain Addendum to Intellectual Property Security Agreement dated May 5, 2003.

EXHIBIT "A"  
COPYRIGHTS

SCHEDULE A - ISSUED COPYRIGHTS

<u>COPYRIGHT DESCRIPTION</u>	<u>REGISTRATION NUMBER</u>	<u>DATE OF ISSUANCE</u>
------------------------------	----------------------------	-------------------------

N/A

SCHEDULE B - PENDING COPYRIGHT APPLICATIONS

<u>COPYRIGHT DESCRIPTION</u>	<u>APPLICATION NUMBER</u>	<u>DATE OF FILING</u>	<u>DATE OF CREATION</u>	<u>FIRST DATE OF PUBLIC DISTRIBUTION</u>
------------------------------	---------------------------	-----------------------	-------------------------	--

N/A

SCHEDULE C - UNREGISTERED COPYRIGHTS (Where No Copyright Application is Pending)

<u>DESCRIPTION</u>	<u>CREATION</u>	<u>DISTRIBUTION FROM ASSIGNOR</u>	<u>ASSIGNOR</u>
--------------------	-----------------	-----------------------------------	-----------------

N/A

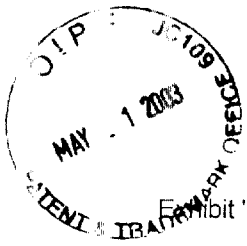


Exhibit "B" attached to that certain Addendum to Intellectual Property Security Agreement dated May 5, 2003.

EXHIBIT "B"  
PATENTS

<u>DESCRIPTION</u>	<u>APPLICATION NUMBER</u>	<u>PATENT NUMBER</u>	<u>STATUS</u>
Online Educational System for display of educational materials	09/384458	6,470,171	Patent issued 10/22/02
Online Educational System for Grading of Response form	09/879880	N/A	Pending
Online Educational System for processing exam questions and answers	09/879881	N/A	Pending
Online Educational System for Document sharing	09/879882	N/A	Pending
Online Educational System	09/630161	N/A	Pending
Electronic Tools for an online educational portal (CampusPortal)	60/265591	N/A	Pending
Electronic Editor Tool for Educational Courses in an online educational system	10/061794	N/A	Pending
Compilation of Electronic Content relating to use of an online educational system	10/062214	N/A	Pending
Variable types of Sensory Interaction for an online educational system	10/061200	N/A	Pending