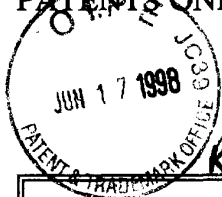


PATENTS ONLY

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MED 4-2-98

1. Name of party or parties conveying an interest:

Monet, Inc.

2. Name and address of party or parties receiving an interest:

Name: Marshall, O'Toole, Gerstein,
Murray & Borun

Street Address: 233 South Wacker Drive

City: Chicago

State: Illinois Zip: 60606

3. Description of the interest conveyed:

☐ Assignment☐ Merger☐ Change of Name☒ Security Agreement

Other:

Execution Date: April 30, 1997

4. Application number(s) or patent number(s). Additional sheet attached?

YES ☐ NO ☒

If the document is being filed together with a new application, the execution date of the application is:

A. Patent application no.(s):

08/908,046 filed August 11, 1997

B. Patent no.(s):

5. Name and address of party to whom correspondence concerning this cover sheet should be mailed:

Name: James A. Flight

Reg. No. 37,622

MARSHALL, O'TOOLE, GERSTEIN,
MURRAY & BORUNStreet Address: 6300 Sears Tower,
233 South Wacker Drive

City: Chicago

State: Illinois Zip: 60606-6402

6. Number of applications and/or patents identified on this cover sheet:

1

7. Amount of fee enclosed or authorized to be charged:

\$ 40.00

8. Any additional required fee may be charged, or any overpayment credited to our deposit account: 13-2855

04/09/1998
01 FC:581

9. To the best of my knowledge and belief, the information contained on this cover sheet is true and correct and any copy submitted is a true copy of the original document.

Date: March 31, 1998

James A. Flight

Reg. No. 37,622

Total number of pages including cover sheet, attachments, and document: 4

REEL: 9258 FRAME: 0643



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April 30, 1997

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Mr. Lowell D. Carlson
Chairman
MONET, INC.
4511 N. Himes Avenue
Suite 285
Tampa, FL 33614

Re: Billing Arrangements for Preparation
and Filing of Patent Application for
DIGITAL ASSET MANAGEMENT SYSTEM

Dear Lowell:

In response to your request for an alternative billing arrangement for the above-identified matter, Pat Ertel and I have met with our management committee and we have decided to propose an arrangement which will hopefully take into account your company's current position and future plans as you seek to take the above system to market. Because at the present time it is impossible for us to know the value of the system from a patent standpoint (since a patent search has not yet been conducted), we are not in a position to offer our services in return for an equity position in the company. While we may be in a position to consider such an arrangement once the search results have been obtained and analyzed, we must presently limit our discussions to the following arrangements.

We bill for our time on an hourly basis. Our standard terms for the billing of our clients is 30 days net. This, of course, is our preferred payment option, as we noted to you previously. Alternatively, we are prepared to offer your company the following arrangement.

Solely for preparation and filing of the initial patent application covering the above system, we will allow you 90 days from the date of our invoice covering such services within which to

Mr. Lowell D. Carlson
April 30, 1997
Page 2

pay the full balance without interest. If payment is deferred beyond 90 days on any or all of the invoice amount, interest will be charged at a rate of 1-1/2% per month on any remaining unpaid balance of principal and interest. This interest will be charged retroactive from 30 days from our invoice date. Thus, for example, if full payment is received within the fourth month following our invoice date, then three months' interest would be charged. We ask that full payment occur within six months of the invoice date; however, the 1-1/2% per month interest will continue to accrue irrespective of whether such full payment is received within that time period.

We also ask that you agree to grant a security interest in the patent application and patent(s) issuing thereon in the amount of twice our original invoice amount for preparation and filing of the application. This security interest will be released upon full payment of all amounts due for such services.

The foregoing arrangement is solely for services incident to the preparation and filing of the patent application. All other services (including analysis of the search results and preparation of a patentability opinion as well as ongoing prosecution of the application) will be billed on an hourly basis according to our standard terms.

In addition to the foregoing, we ask that we be provided a cash advance in the amount of \$2,500.00 for the search and subsequent analysis, such amount to be applied against our invoice(s) for such work. We also ask that the government filing fee for the initial patent application be provided in advance. We estimate that the government filing fee will run approximately \$1,000.00 (this fee is dependent upon the number of claims presented in the application and cannot be better estimated at this time).

We believe that our services will total approximately \$17,500.00 for preparation and filing of the initial patent application (excluding the costs and service charges in connection with the search and filing fee).

We believe we can receive the search results within one to two weeks. If patentability is determined to be present, the initial patent application can be placed on file approximately three to five weeks following receipt of the search results, and perhaps sooner depending upon circumstances.

Mr. Lowell D. Carlson
April 30, 1997
Page 3

We hope that the foregoing addresses your needs. If you are in agreement with the alternative arrangement, please sign and date this letter and return the letter to me.

We look forward to hearing back from you concerning this proposal at your early convenience.

Sincerely,



William E. McCracken

WEM:jph

AGREED:

Date: April 30, 1997

