

06-12-2001



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Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌ ⇌		RECORDATION FORM COVER SHEET PATENTS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): <u>Spruce Technologies, Inc.</u> <div style="text-align: center; font-size: 1.5em; margin-top: 10px;">66-01</div>			2. Name and address of receiving party(ies) Name: <u>Japan Information Processing Service Co., Ltd.</u> Internal Address: _____ _____ _____ Street Address: <u>1-8-1 Nihonbashi Kayabachō</u> <u>Chuo-ku, Tokyo 103-8217 Japan</u> City: _____ State: _____ Zip: _____ Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 3. Nature of conveyance: <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> Assignment</div> <div><input type="checkbox"/> Merger</div> </div> <div style="display: flex; justify-content: space-between;"> <div><input checked="" type="checkbox"/> Security Agreement</div> <div><input type="checkbox"/> Change of Name</div> </div> <div><input type="checkbox"/> Other _____</div>			Execution Date: <u>May 11, 2001</u> 4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: <u>N/A</u> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> A. Patent Application No.(s) <u>60/255089, 60/129724, 09/010267</u> </div> <div style="width: 45%;"> B. Patent No.(s) _____ </div> </div> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Glenn R. Wilson</u> Internal Address: <u>Squire, Sanders & Dempsey</u> <u>L.L.P.</u> _____ Street Address: <u>4900 Key Tower, 127 Public</u> <u>Square</u> City: <u>Cleveland</u> State: <u>OH</u> Zip: <u>44114</u>			6. Total number of applications and patents involved: <u>3</u> 7. Total fee (37 CFR 3.41).....\$ <u>120.00</u> <div style="display: flex; justify-content: space-between;"> <div><input checked="" type="checkbox"/> Enclosed</div> <div><input type="checkbox"/> Authorized to be charged to deposit account</div> </div> 8. Deposit account number: _____ _____ (Attach duplicate copy of this page if paying by deposit account)		
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="width: 30%;"> <u>GLENN R. WILSON</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;"> Signature </div> <div style="width: 30%; text-align: right;"> <u>6-6-2001</u> Date </div> </div>					
Total number of pages including cover sheet, attachments, and documents: <u>5</u>					

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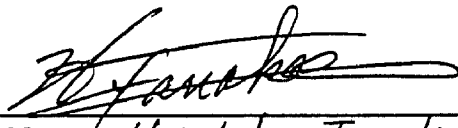
 PATENT
 REEL: 011872 FRAME: 0298

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Recordation From Cover Sheet)
)
Spruce Technologies, Inc. to)
)
Japan Information Processing Service Co., Ltd.)
)
Application Nos. 75/648039, 75/648041,)
75/747711, 75/373206, 75/657524, 75/697745)
)

DESIGNATION OF DOMESTIC REPRESENTATIVE

Glenn R. Wilson of the law firm Squire, Sanders & Dempsey L.L.P., whose postal address is 4900 Key Tower, 127 Public Square, Cleveland, Ohio 44114, is hereby designated registrant's representative upon whom notice or process in proceedings affecting the above-referenced marks may be served.

By: 
Name: Haruhiko Tanaka
Title: Chairman
Japan Information Processing Service Co., Ltd.

Date: May 31 2001

INTELLECTUAL PROPERTY COLLATERAL AGREEMENT

This 11th day of May, 2001, Spruce Technologies, Inc., a California corporation ("Assignor"), with its principal place of business and mailing address at 1054 South De Anza Boulevard, San Jose, California 95129, in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, mortgages, pledges and grants to Japan Information Processing Service Co., Ltd., a Japanese corporation with its mailing address at 1-8-1 Nihonbashi Kayabacho, Chuo-ku, Tokyo 103-8217, Japan ("Assignee"), under a certain Intellectual Property Security Agreement by and between Assignor and Assignee dated of even date herewith (the "IP Security Agreement"), a continuing security interest in the following property:

(i) Each patent, patent registration and patent application (to the extent permitted by applicable law) listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such patent, patent registration and patent application; and

(ii) Each patent license and all of the goodwill of the business connected with the use of, and symbolized by, each such patent license; and

(iii) Each trademark, trademark registration and trademark application (to the extent permitted by applicable law) listed on Schedule B hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(iv) Each trademark license, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark license; and

(v) Each copyright, copyright registration and copyright application (to the extent permitted by applicable law), and all of the goodwill of the business connected with the use of, and symbolized by, each such copyright, copyright registration and copyright application; and

(vi) Each copyright license, and all of the goodwill of the business connected with the use of, and symbolized by, each such copyright license; and


(vii) All proceeds of the foregoing, including without limitation any claim by Assignor against third parties for damages by reason of past, present or future infringement of any item listed in the attached Schedules hereto or by reason of injury to the goodwill associated with any such patent, patent registration, patent application or patent license, trademark, trademark registration, trademark application or trademark license, copyright, copyright registration, copyright application or copyright license in each case together with the right to sue for and collect said damages;

to secure performance of all Secured Obligations of Assignor as set out in the IP Security Agreement.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the mortgage, pledge and security interest in the patents, patent registrations, patent applications or patent licenses, trademarks, trademark registrations, trademark applications or trademark licenses, copyrights, copyright registrations, copyright applications or copyright licenses made and granted hereby are more fully set forth in the IP Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, Assignor has caused this Agreement to be duly executed as of the date and year first above written.

SPRUCE TECHNOLOGIES, INC.

By: 
Hiromu Soga, President

Japan Information Processing Service Co., Ltd.

By: Katsuyoshi Ogura
Name Katsuyoshi Ogura
Title: President

SCHEDULE A

U.S. Patent

None

Pending U.S. Patent Applications

Patent Application Number	Application Date	Title	Inventors
60/255,089	December 13, 2000	Use of Convergence-Enabled DVD and Web System	David Tinsley Fergal Mohan Reiner Brodersen
60/129,724	January 16, 1999	Integrated DVD and Web System	Fergal Mohan Reiner Brodersen
09/010,267	January 21, 1998	Authoring System and Method	Reiner Brodersen Greg Wallace

SCHEDULE B

Registered U.S. Trademarks and Trademark Applications

<u>Registered U.S. Trademarks</u>	<u>Registration Reg. No.</u>	<u>Date Granted</u>
DVDStation	75/648,039	December 12, 2000
DVDConductor	75/648,041	December 12, 2000
DVDVirtuoso	75/747,711	March 15, 2001
DVDMaestro	75/373,206	January 18, 2000

<u>Pending U.S. Trademark Applications</u>	<u>Application Serial No.</u>	<u>Filing Date</u>
SpruceUp	75/657,524	Statement of Use filed on March 20, 2001
DVDonCD	75/697,745	May 4, 1999

Other Trademarks
DVDPerformer
SpruceLink
SpruceCore
WEB DVD
“We’re Authoring The Digital Age”
BROADBAND DVD
STREAMING DVD
DVD PreMaster Tool
DVDTransfer
Spruce Technologies, Inc.