

12-10-2001



Form PTO-1595 (Rev. 03/01) **10/26/01** RECOI  
OMB No. 0651-0027 (exp. 5/31/2002)

101911572

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

Tab settings

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

1. Name of conveying party(ies):  
SeaChange International, Inc.  
124 Acton Street  
Maynard, MA 01754

2. Name and address of receiving party(ies)  
Name: Citizens Bank of Massachusetts  
Internal Address: \_\_\_\_\_

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

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

Street Address: 28 State Street  
City: Boston State: MA Zip: 02109

Execution Date: October 22, 2001

Additional name(s) & address(es) attached?  Yes  No

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: \_\_\_\_\_  
A. Patent Application No.(s)  
Please see Exhibit A attached hereto

B. Patent No.(s)  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Antonia E. Lopes  
Internal Address: \_\_\_\_\_  
Street Address: Goulston & Storrs, P.C.  
400 Atlantic Avenue  
City: Boston State: MA Zip: 02110

6. Total number of applications and patents involved: 14  
7. Total fee (37 CFR 3.41).....\$560.00  
 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

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.*  
Antonia E. Lopes *Antonia Lopes* October 26, 2001  
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents:

12/10/2001 6TON11 00000017 08547585  
01 FC:581 560.00 DP

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

EXHIBIT A TO THE RECORDATION FORM COVER SHEET

PATENTS AND PENDING PATENT APPLICATIONS

<u>PATENT DESCRIPTION</u>	<u>DOCKET NO.</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>STATUS</u>
Loosely Coupled Mass Storage Computer Cluster	07442/002001	U.S.A.	08/547,585	10/24/1995	Issued U.S. 5,862,312 1/19/99.
Loosely Coupled Mass Storage Computer Cluster	07442/002002	U.S.A.	08/991,278	12/16/1997	Issued U.S. 5,996,089 11/30/99.
Loosely Coupled Mass Storage Computer Cluster	07442/002003	U.S.A.	09/412,232	10/05/1999	Pending
Loosely Coupled Mass Storage Computer Cluster	07442/002005	U.S.A.	09/826,695	4/5/2001	Pending
Loosely Coupled Mass Storage Computer Cluster	07442/002006	U.S.A.		9/18/2001	Pending awaiting filing receipt
Method And Apparatus For Using Multiple Compressed Digital Video And Audio Signals	07442-008001	U.S.A.	09/286,749	04/06/1999	Pending
Transmitting Viewable Data Objects	07442/009001	U.S.A.	09/293,011	4/16/1999	Pending
Slow Response in Redundant Arrays of Inexpensive Disks	07442/010001	U.S.A.	09/260,262	3/01/1999	Pending.
Content Propagation in Interactive Television	07442-012001	U.S.A.	09/547,474	4/12/2000	Pending
Method to Increase Bandwidth of a Cluster System	07442-021001	U.S.A.	09/613,391	7/11/2000	Pending

Trick-Mode Processing For Digital Video	07442-022001	U.S.A.	09/688,939	10/16/2000	Pending
Content/Service Handling and Delivery	07442-023001	U.S.A.	09/723,385	11/28/2000	Pending
Product Showcase	07442-026001	U.S.A.	09/723,436	11/28/2000	Pending
DATA TRANSMISSION FROM RAID DEVICES	07442/027001	U.S.A.	09/907,534	7/17/2001	Pending

Date: October 22, 20001

1. For good and valuable consideration, the receipt and sufficiency of which are acknowledged, and to secure the Liabilities of SeaChange International, Inc. (hereinafter, the "**Grantor**"), a Delaware corporation with its principal executive offices at 124 Acton Street, Maynard, Massachusetts 01754, to Citizens Bank of Massachusetts (hereinafter, the "**Bank**"), a bank with offices at 28 State Street, Boston, Massachusetts 02109 under the Loan and Security Agreement of even date (as amended from time to time hereafter, the "**Loan Agreement**") by and between the Grantor and the Bank, the Grantor hereby grants to the Bank a security interest in and to the Letters Patent, Patent Applications, and the inventions and improvements therein disclosed, and any and all divisions, reissues and continuations of said Letters Patent (hereinafter, individually and collectively, the "**Patents**") listed on EXHIBIT A, annexed hereto. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed thereto in the Loan Agreement.

2. Until this Security Agreement is terminated in writing by a duly authorized officer of the Bank, the Grantor shall undertake the following with respect to each Patent until the relevant Patent is no longer used or useful in the business of the Grantor, except as otherwise provided in the Loan Agreement:

(a) Pay all renewal fees and other fees and costs associated with maintaining the Patents and with the processing of the Patents.

(b) At Grantor's sole cost, expense, and risk, pursue the prompt, diligent, processing of each Application for Letters Patent which is the subject of the foregoing assignment and not abandon or delay any such efforts.

(c) At Grantor's sole cost, expense, and risk, take any and all actions which may be necessary or desirable to protect the Patents, including, without limitation, the prosecution and defense of infringement actions.

In the event of any failure by the Grantor to perform any of its obligations set forth above, the Bank may (but shall not be required to) act in the Grantor's place and stead. Any reasonable costs or expenses which the Bank incurs on account of so acting shall be deemed Costs of Collection reimbursable by the Grantor to the Bank as provided in the Loan Agreement.

3. Upon the occurrence and during the continuation of any Event of Default, the Bank shall have, and may exercise, all rights and remedies of a secured party upon default under the Uniform Commercial Code as adopted in Massachusetts (Mass. Gen. Laws Ch 106) in addition to which the Bank may sell, license, assign, transfer, or otherwise dispose of the Patents.

IN WITNESS WHEREOF, the Grantor and the Bank respectively have caused this Agreement to be executed by an officer duly authorized by each so to do on the date first above written.

SEACHANGE INTERNATIONAL, INC.

CITIZENS BANK OF  
MASSACHUSETTS  
(the "Bank")

By: *W Fiedler*

By: *RL Letner*

Name: WLFIEDLER

Name: RALPH L LETNER

Title: VICE PRESIDENT

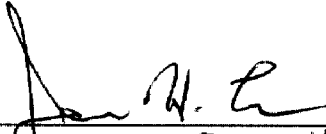
Title: VP

COMMONWEALTH OF MASSACHUSETTS

County of Suffolk, ss.

October 22, 2001

Then personally appeared before me William Fraalbe who acknowledged that he/~~she~~ is the Vice President of SeaChange International, Inc. and that he/~~she~~ executed the foregoing Security Agreement - Patents and Patent Applications on behalf of its Board of Directors as his/~~her~~ free act and deed.

  
\_\_\_\_\_  
Notary Public James H. Lerner  
My Commission Expires: 11-16-2001

COMMONWEALTH OF MASSACHUSETTS

County of Suffolk, ss.

October 22, 2001

Then personally appeared before me Ralph L. Letra who acknowledged that he/~~she~~ is the Vice President of Citizens Bank of Massachusetts and that he/~~she~~ executed the foregoing Security Agreement - Patents and Patent Applications on behalf of its Board of Directors as his/her free act and deed.

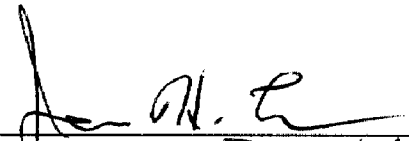
  
\_\_\_\_\_  
Notary Public James H. Lerner  
My Commission Expires: 11-16-2001

EXHIBIT A

## PATENTS AND PENDING PATENT APPLICATIONS

<u>PATENT DESCRIPTION</u>	<u>DOCKET NO.</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>STATUS</u>
Loosely Coupled Mass Storage Computer Cluster	07442/002EP1	France, Finland, Germany, Italy, The Netherlands, The United Kingdom and Sweden	96936889.3	10/25/1996	Published.
Loosely Coupled Mass Storage Computer Cluster	07442/002JP1	Japan	9-516750	10/23/1996	Pending.
Loosely Coupled Mass Storage Computer Cluster	07442/002001	U.S.A.	08/547,585	10/24/1995	Issued U.S. 5,862,312 1/19/99.
Loosely Coupled Mass Storage Computer Cluster	07442/002002	U.S.A.	08/991,278	12/16/1997	Issued U.S. 5,996,089 11/30/99.
Loosely Coupled Mass Storage Computer Cluster	07442/002003	U.S.A.	09/412,232	10/05/1999	Pending
Loosely Coupled Mass Storage Computer Cluster	07442/002005	U.S.A.	09/826,695	4/5/2001	Pending
Loosely Coupled Mass Storage Computer Cluster	07442/002006	U.S.A.		9/18/2001	Pending awaiting filing receipt
Method And Apparatus For Using Multiple Compressed Digital Video And Audio Signals	07442-008001	U.S.A	09/286,749	04/06/1999	Pending
Method And Apparatus For Using Multiple Compressed Digital Video And Audio Signals	07442-008CA1	Canada	2327620	10/05/00	Pending

Method And Apparatus For Using Multiple Compressed Digital Video And Audio Signals	07442-008CN1	China	99804907.7	10/08/00	Pending
Method And Apparatus For Using Multiple Compressed Digital Video And Audio Signals	07442-008EP1	EUROPE	99917346.1	10/03/00	Pending
Method And Apparatus For Using Multiple Compressed Digital Video And Audio Signals	07442-008IL1	Israel	138870	10/05/00	Pending
Method And Apparatus For Using Multiple Compressed Digital Video And Audio Signals	07442-008JP1	Japan	2000-542917	10/06/00	Pending
Method And Apparatus For Using Multiple Compressed Digital Video And Audio Signals	07442-008W01	PCT			expired
Transmitting Viewable Data Objects	07442/009001	U.S.A.	09/293,011	4/16/1999	Pending
Transmitting Viewable Data Objects	07442-009W01	PCT	US00/08875	4/4/2000	Pending
Transmitting Viewable Data Objects	07442-009CA1	CANADA	US00/08875	4/4/2000	Pending awaiting filing receipt
Transmitting Viewable Data Objects	07442-009CN1	CHINA			Pending awaiting filing receipt
Transmitting Viewable Data	07442-009W01	EUROPEAN PATEN			Pending awaiting filing



Objects					receipt
Transmitting Viewable Data Objects	07442-009IL1	ISRAEL			Pending awaiting filing receipt
Transmitting Viewable Data Objects	07442-009JP1	JAPAN			Pending awaiting filing receipt
Slow Response in Redundant Arrays of Inexpensive Disks	07442/010001	U.S.A.	09/260,262	3/01/1999	Pending.
Slow Response in Redundant Array of Inexpensive Disks	07442-010W01	PCT	US00/05272	2/29/2000	Pending
Slow Response in Redundant Array of Inexpensive Disks	07442/010CA1	CANADA			Pending awaiting filing receipt
Slow Response in Redundant Array of Inexpensive Disks	07442/010CN1	CHINA			Pending awaiting filing receipt
Slow Response in Redundant Array of Inexpensive Disks	07442/010EP1	EUROPEAN PATEN			Pending awaiting filing receipt
Slow Response in Redundant Array of Inexpensive Disks	07442/010IL1	ISRAEL			Pending awaiting filing receipt
Slow Response in Redundant Array of Inexpensive Disks	07442/010JP1	JAPAN			Pending awaiting filing receipt
Content Propagation in Interactive Television	07442-012001	U.S.A.	09/547,474	4/12/2000	Pending
Method to Increase Bandwidth of a Cluster System	07442-021001	U.S.A.	09/613,391	7/11/2000	Pending
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