

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Execution Date
ValueClick, Inc.	11/14/2008

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, N.A., as administrative agent
Street Address:	3 Palo Alto Square, Suite 150
Internal Address:	Attn: L. Jamie Riggs
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94306

PROPERTY NUMBERS Total: 14

Property Type	Number
Patent Number:	7089236
Patent Number:	6826594
Patent Number:	5848396
Patent Number:	5991735
Patent Number:	7032168
Patent Number:	6078918
Application Number:	09642535
Application Number:	09616301
Application Number:	11483692
Application Number:	10210677
Application Number:	10029483
Application Number:	09617062
Application Number:	11116933
Application Number:	11013297

PATENT

500732765

REEL: 021985 FRAME: 0390

CH \$560.00 7089236

CORRESPONDENCE DATA

Fax Number: (213)612-2499

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 213-612-2020

Email: lpartmann@orrick.com

Correspondent Name: David Lin

Address Line 1: 777 South Figueroa Street, Suite 3200

Address Line 2: Orrick, Herrington & Sutcliffe LLP

Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:

1696-439/1640

NAME OF SUBMITTER:

David Lin

**Total Attachments: 7**

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## **GRANT OF SECURITY INTEREST**

### **(PATENTS)**

THIS GRANT OF SECURITY INTEREST, dated as of November 14, 2008 is executed by VALUECLICK, INC., a Delaware corporation (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Credit Agreement, dated as of November 14, 2008(as amended, restated supplemented or otherwise modified from time to time, the "Credit Agreement"), among ValueClick, Inc., the Lenders and Administrative Agent, the Lenders have agreed to extend loans and other financial accommodations to the Grantor upon the terms and subject to the conditions set forth therein.

B. The Grantor owns the letters patent, and/or applications for letters patent, of the United States and certain foreign countries, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof (collectively, the "Patents").

C. The Grantor and other entities party thereto from time to time have entered into an Intellectual Property Security Agreement dated as of November 14, 2008 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent (for the benefit of the Administrative Agent, the Lenders and any Affiliate of a Lender party to a Lender Rate Contract (as defined in the Credit Agreement) or providing Lender Bank Products (as defined in the Credit Agreement)).

D. Pursuant to the Security Agreement, the Grantor has assigned and granted to the Administrative Agent (for the ratable benefit of the Administrative Agent, the Lenders and any Affiliate of a Lender party to a Lender Rate Contract (as defined in the Credit Agreement) or providing Lender Bank Products (as defined in the Security Agreement)) a security interest in all right, title and interest of the Grantor in and to the Patents, together with any reissue, continuation, continuation-in-part or extension thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Secured Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further assign, transfer and convey unto the Administrative Agent and grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

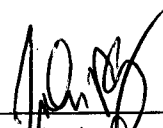
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the assignment of and security interest in the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:

Wells Fargo Bank, National Association  
3 Palo Alto Square Suite 150  
Palo Alto, California 94306  
Attention: L. Jamie Riggs  
Tel. No. (650) 846-2423  
Fax No. (650) 493-2053

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

VALUECLICK, INC.

By:   
Name: JOHN RISTICK  
Title: CFO

SIGNATURE PAGE TO IP GRANT (PATENTS)

PATENT  
REEL: 021985 FRAME: 0394

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF California

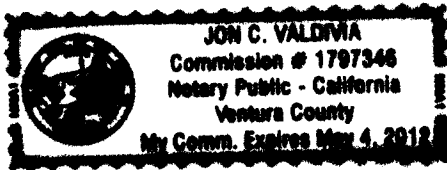
COUNTY OF Ventura

)  
) ss.  
)

On November 13<sup>th</sup>, 2008, before me, Jon C. Valdivia, Notary Public  
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared John Pitstick  
Name of Signer(s)

" 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.

Jon C. Valdivia  
Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)		DESCRIPTION OF ATTACHED DOCUMENT
<input type="checkbox"/> Individual		
<input type="checkbox"/> Corporate Officer		
<hr/>		<hr/>
	Title(s)	Title or Type of Document
<input type="checkbox"/> Partner(s)	<input type="checkbox"/> Limited	
	<input type="checkbox"/> General	
<input type="checkbox"/> Attorney-In-Fact		<hr/>
<input type="checkbox"/> Trustee(s)		Number of Pages
<input type="checkbox"/> Guardian/Conservator		
<input type="checkbox"/> Other: <hr/>		<hr/>
Signer is Representing: Name of Person(s) or Entity(ies) <hr/>		Date of Document
<hr/>		
<hr/>		Signer(s) Other Than Named Above

SIGNATURE PAGE TO IP GRANT (PATENTS)

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

PATENTS

<u>TITLE</u>	<u>OWNER</u>	<u>COUNTRY</u>	<u>STATUS</u>	<u>PATENT NUMBER</u>	<u>GRANT DATE</u>
SEARCH ENGINE INTERFACE	ValueClick, Inc.	US	GRANTED	7089236	8/8/2006
METHOD AND SYSTEM FOR REMOTE CONTENT WEB PAGE	ValueClick, Inc.	US	GRANTED	6826594	11/30/2004
METHOD AND APPARATUS FOR DETERMINING BEHAVIORAL PROFILE OF A COMPUTER USER	ValueClick, Inc.	US	GRANTED	5848396	12/8/1998
METHOD AND APPARATUS FOR DETERMINING BEHAVIORAL PROFILE OF A COMPUTER USER	ValueClick, Inc.	US	GRANTED	5991735	11/23/1999
METHOD AND APPARATUS FOR GENERATING WEBSITE LINKS	ValueClick, Inc.	US	GRANTED	7032168	4/18/2006
ONLINE PREDICTIVE MEMORY	ValueClick, Inc.	US	GRANTED	6078918	6/20/2000

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

PATENT APPLICATIONS

<u>TITLE</u>	<u>OWNER</u>	<u>COUNTRY</u>	<u>STATUS</u>	<u>PATENT NUMBER</u>	<u>GRANT DATE</u>
OVERLAY GENERATION	ValueClick, Inc.	US	PENDING	09642535	8/18/2000
SYSTEM AND METHOD FOR A USER OPT-IN ASPECT WITHIN AN ADSERVER DECISION MAKING PROCESS	ValueClick, Inc.	US	PENDING	09616301	7/14/2000
AUCTION-BASED SEARCH ENGINE	ValueClick, Inc.	US	PENDING	11483692	7/10/2006
A CAST-PER-ACTION SEARCH ENGINE SYSTEM, METHOD & APPARATUS	ValueClick, Inc.	US	PENDING	10210677	7/31/2002
A SYSTEM, METHOD AND APPARATUS FOR DYNAMIC TRAFFIC MANAGEMENT ON A NETWORK	ValueClick, Inc.	US	PENDING	10029483	12/20/2001



<u>TITLE</u>	<u>OWNER</u>	<u>COUNTRY</u>	<u>STATUS</u>	<u>PATENT NUMBER</u>	<u>GRANT DATE</u>
METHOD AND SYSTEM FOR FACILITATING CREATION AND OPERATION OF A VIRTUAL STORE	ValueClick, Inc.	US	PENDING	09617062	7/15/2000
SYSTEM AND METHOD FOR SEARCH ADVERTISING	ValueClick, Inc.	US	PENDING	11116933	4/27/2005
SYSTEM AND METHOD FOR DISPLAY ADVERTISING	ValueClick, Inc.	US	PENDING	11013297	12/15/2004