

RECORDA
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To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
WAYPORT, INC.

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

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

2. Name and address of receiving party(ies):
Name: Silicon Valley Bank
Internal Address: Loan Documentation HG150
Street Address: 3003 Tasman Drive
City: Santa Clara State: Ca ZIP: 95054

Individual(s) Citizenship -----
 Association -----
 General Partnership -----
 Limited Partnership -----
 Corporation-State **DELAWARE**
 Other -----

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from assignment)

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

3. Nature of conveyance:

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

Execution Date: **September 20, 2000**

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

A. Trademark Application No.(s)
75/131,133 75/807,563 75,807,563 75,807,824
75/807,314 75/807,852 75,807,873 75/807,874
75/807,316 75/807,853

B. Trademark Registration No.(s)

MRD 10-4-00

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 HG150

Street Address: 3003 Tasman Dr.
City: Santa Clara State: Ca ZIP: 95054

6. Total number of applications and registrations involved **10**

7. Total fee (37 CFR 3.41): \$ **265.00**
 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

10/18/2000 NTHAI1 00000232 75131133

01 FC:401 40.00 OP
02 FC:402 225.00 OP

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.

JOSEPHINE CARINO
Name of Person Signing

Josephine M. Carino
Signature

9/22/00
Date

Total number of pages comprising cover sheet: **8**

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement dated September 20, 2000 is between SILICON VALLEY BANK ("Bank") and WAYPORT, INC., a Delaware corporation ("Grantor").

RECITALS

A. Bank will make advances to Grantor ("Loans") as described in the Loan and Security Agreement of even date herewith between Bank and Grantor (the "Loan Agreement"), but only if Grantor grants Bank a security interest in its Copyrights, Trademarks, Patents, and Mask Works.

B. Grantor has granted Bank a security interest in all of its right, title and interest, presently existing or later acquired to all the Collateral.

AGREEMENT

Grantor grants Bank a security interest in all of its right, title and interest in its Intellectual Property Collateral (such as the Copyrights, Patents, Trademarks and Mask Works listed on Schedules A, B, C, and D), and all proceeds (such as license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements rights throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part.

This security interest is granted in conjunction with the security interest granted under the Loan Agreement. Bank's rights and remedies in the security interest are in addition to those in the Loan Agreement and the other Loan Documents, and those available in law or equity. Bank's rights powers and interests are cumulative with every right, power or remedy provided here. Bank's exercise its rights, powers or remedies in this Agreement, the Loan Agreement or any other Loan Document, does not preclude the simultaneous or later exercise of any or all other right, power or remedy.

SILICON VALLEY BANK

By: [Signature]
(Signature)

Vice President

(Title)

WAYPORT, INC.:

By: [Signature]
(Signature)

President

(Title)

Wayport, Inc.
Intellectual Property Security Agreement
Schedule A - Copyrights

major functional unit

minor functional unit -- Copyright date

NDU (Network Distribution Unit)

extensions to KADAK AMX source code to provide firmware for a managed 1/10/100 Ethernet switch.
Copyright 1999,2000

NDU circuit boards and design and layout

Controller Card -- Copyright 1999,2000

HPNA Line Card -- Copyright 1999,2000

Ethernet Line Card -- Copyright 1999,2000

Backplane & Power supply -- Copyright 1999,2000

All design rights to NDU/NMD enclosure and design.

Copyright 1999,2000

All design rights to puck hardware, including design patent.

Copyright 2000

NMD (Network Management Device)

DBC -- Copyright 1999,2000

pms server -- Copyright 1999,2000

midol library -- Copyright 1999,2000

panatir -- Copyright 2000

bogond -- Copyright 1999,2000

use_scan -- Copyright 1999,2000

adb_server -- Copyright 1999,2000

roomview -- Copyright 1999,2000

propview -- Copyright 1999,2000

fport/fport_admin -- Copyright 1999,2000

FFP -- Copyright 1999,2000

Hotel Printing -- Copyright 2000

Hotel VPN -- Copyright 2000

WIDGET (Wayport Integrated Database Grand Everything Tool)

IBT - Installation Bringup Tool

Copyright 1999

CCBILL (Credit Card Billing)

Various extensions to "AOL Server" to provide credit card authorization
and billing infrastructure for Guest/WLAN use. -- Copyright 2000

Various extensions to "AOL Server" to provide credit card authorization and billing infrastructure for
Kiosk and wireless card sales. -- Copyright 2000

WWHQ (Wayport World Headquarters)

DB scripts to extract values from and install values in WIDGET via web interface(s) -- Copyright
1999,2000

Back-end billing system with MySQL as a backing store -- Copyright 1999,2000

Extensions to billing system to support INTxx -- Copyright 1999

Extensions to billing system to support Lodgenet -- Copyright 2000

Extensions to billing system to support STS Hotelnet -- Copyright 2000

Various property-specific web pages, including programs to build same via database extracts --

Copyright 1998, 1999, 2000

Property-specific web pages for Airport "home pages", including mechanisms to use KGL patent(s) --

Copyright 2000

Copyright 1998, 1999, 2000

Wayport, Inc.
Intellectual Property Security Agreement
Schedule B - Patents

CRT 5285-00100 - **Method and Apparatus for Geographic-Based Communications Service**, Inventor Brett B. Stewart, Patent No. 5,835,061 issued 11/10/98 (Serial No. 08/470,004 filed 06/06/95)

CRT 5285-00101 - **System for Hybrid Wired and Wireless Geographic-Based Communications Service (CIP of 00100)**, Inventor Brett B. Stewart, Patent No. 5,969,678 issued on 10/19/99 (Serial No. 09/186,131 filed 11/04/98)

CRT 5285-00102 - **Geographic Based Communications Service (CIP of 00103)**, Inventors Brett B. Stewart and James W. Thompson (Serial No. 09/382,551 filed on 08/25/99)

CRT 5285-00103 - **Method and Apparatus for Graphic-Based Communications Service (Continuation of 00101)**, Inventors Brett B. Stewart and James W. Thompson, (Serial No. 09/382,551 filed 08/25/99)

CRT 5285-00200 - **Context Sensitive Advertising System** - Inventor Brett B. Stewart, NOT FILED

CRT 5285-00300 - **Interest Responsive Advertiser Consumer Interface**, Inventor Brett B. Stewart (Serial No. 08/487,149 filed 06/07/95) - ABANDONED

CRT 5285-00500 - **UGB System**, Inventor Brett B. Stewart, NOT FILED

CRT 5285-00600 - **System and Method for Retrofitting Existing Building Telecommunications Infrastructures**, Inventors Brett B. Stewart and James W. Thompson, (Serial No. 09/302,588 filed 04/30/99)

CRT 5285-00601 - **System and Method for Retrofitting Existing Building Telecommunications Infrastructures (CIP of 00600)**, Inventors Brett B. Stewart and James W. Thompson (Serial No. 09/304,138 filed 05/03/99)

CRT 5285-00602 - **System and Method for Retrofitting Existing Building Telecommunications Infrastructures (CIP of 00601)**, Inventors Brett B. Stewart and James W. Thompson (Serial No. 09/557,469 filed 04/25/00)

CRT 5285-00603 - **System and Method for Retrofitting Existing Building Telecommunications Infrastructures (PCT)**, Inventors Brett B. Stewart and James W. Thompson, PREPARING

CRT 5285-00700 - **Native Communication Over a Foreign Network Without Reconfiguration**, Inventor Brett B. Stewart, NOT FILED

CRT 5285-00900 - **Advanced Telephony Instrument**, Inventor Brett B. Stewart, NOT FILED

CRT 5285-01700 - **System and Method for Operating a Reverse Firewall**, Inventors Brett B. Stewart and James W. Thompson (Serial No. 09/556,380 filed 04/25/00)

CRT 5285- 03200 - **A Telephony Device Including an Internal Modem for Guaranteed Bandwidth**, Inventors Brett B. Stewart and James W. Thompson (filed 04/25/00)

CRT 5285-0330 - **Per-Call Advertising (Listen or Pay)**, Inventors Brett B. Stewart and James W. Thompson - NOT FILED

CRT 5285-04100 - **A Network Communication Service with an Improved Subscriber Model Using Digital Certificates**, Inventors Brett B. Stewart and James W. Thompson (Serial No. 09/433,818 filed 11/03/99)

CRT 5285-04300 - **Geographic-Based Communication System with Precise Location of Users**, Inventors Brett B. Stewart and James W. Thompson, First Draft to Inventor

CRT 5285-04400 - **Infomediary System**, Inventor James W. Thompson (Serial No. 09/551,309 filed 04/18/00)

CRT 5285-04500 - **Line Extender (Design Patent)**, Inventors James W. Thompson, Dirk Heinen, Brad Martin, Tim Sweeney and Brian Hunter, Patent No. 429,483 Issued 8/15/00 (Serial No. 29/119,995 filed 03/09/00)

CRT 5285-04800 - **Wireless Network System with Roaming Features**, Inventors Brett B. Stewart and James W. Thompson (Serial No. 09/551,291 filed 04/18/00)

CRT 5285-04900 - **System and Method for Distributing Offer Specifications in a Network System**, Inventors Brett B. Stewart and James W. Thompson (Atty. Dkt. No. 5285-04900)

Wayport, Inc.
Intellectual Property Security Agreement
Schedule C - Trademarks

CRT 5285-00400 - **Wayport®**, Classes 9 & 38, United States, Reg. No. 2,239,230 filed April 13, 1999 and Serial No. 75/131,133 filed July 8, 1996

CRT 5285-00495 - **Wayport**, Class 42, United States, Serial No. 75/807,563 filed September 24, 1999

CRT 5285-00401 - **Wayport**, Goods - Canada, Serial No. 1,029,738 filed September 22, 1999

CRT 5285-00402 - **Wayport**, Services - Canada, Serial No. 1,029,737 filed September 22, 1999

CRT 5285-00403 - **Wayport**, Classes 9 & 38, Mexico, Serial No. 392,849 filed September 29, 1999 for Class 9 and Serial No. 392,848 filed September 29, 1999 for Class 38. Registration no. 654,839.

CRT 5285-00404 - **Wayport**, Class 42, Mexico, Serial No. 392,847 filed September 29, 1999

CRT 5285-00405 - **Wayport**, Class 42, United States, Serial No. 75/807,563 filed September 24, 1999

CRT 5285-00406 - **Wayport**, Class 38, Mexico, Serial No. 392,847 filed September 29, 1999

CRT 5285-02800 - **Virtual Room (Intent-to-Use)**, Class 35, United States, Serial No. 75/807,824 filed September 24, 1999. Abandoned.

CRT 5285-02900 - **Everywire (Intent-to-Use)**, Class 9, United States, Serial No. 75/807,314 filed September 24, 1999

CRT 5285-02901 - **Everywire (Intent-to-Use)**, Class 38, United States, Serial No. 75/807,852 filed September 24, 1999

CRT 5285-03000 - **Design Mark ("Bubble-guy")**, Class 9, United States, Serial No. 75/807,873 filed September 24, 1999

CRT 5285-03001 - **Design Mark ("Bubble-guy")**, Class 38, United States, Serial No. 75/807,874 filed September 24, 1999

CRT 5285-03600 - **Cyber Concierge (Intent-to-Use)**, Class 35, United States, Serial No. 75/807,316 filed September 24, 1999

CRT 5285-03700 - **Digital Concierge (Intent-to-Use)**, Class 35, United States, Serial No. 75/807,853 filed September 24, 1999. Abandoned.

CRT 5285-03800 - **wayport.com, Domain Name**, United States, May 21, 1996

CRT 5285-03900 - **wayport.net, Domain Name**, United States, June 26, 1996

Wayport, Inc.
Intellectual Property Security Agreement
Schedule D – Mask Works

NONE.