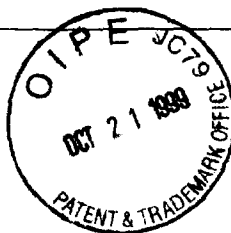


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office

10-26-1999



101185057

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☒ New
- ☐ Resubmission (Non-Recordation)
Document ID #
- ☐ Correction of PTO Error
Reel # Frame #
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Reel # Frame #

Conveyance Type

- ☐ Assignment ☐ License
- ☒ Security Agreement ☐ Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- ☐ Merger
- ☐ Change of Name
- ☐ Other

Conveying Party

☐ Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization

Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

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- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- ☒ Corporation ☐ Association
- ☐ Other
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10/25/1999 DNGUYEN 00000241 75198936

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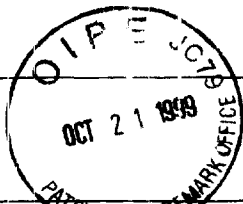
01 FC:481
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD TRADEMARK ASSIGNMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet information.

REEL: 001979 FRAME: 0272



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75198936"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2224658"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed ☒

Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes ☐

No ☐

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. Charges to deposit account are authorized, as indicated herein.

Mark Hartwell

Name of Person Signing

Signature

10/18/99

Date Signed



AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT

This Amendment to Patent and Trademark Security Agreement (this "Amendment"), dated as of July 7, 1999, is executed by Greyrock Capital, a Division of NationsCredit Commercial Corporation ("GC"), having its principal offices at 10880 Wilshire Boulevard, Suite 1850, Los Angeles, CA 90024, and PictureWorks Technology Inc., a Delaware corporation (the "Grantor"), having its principal offices at 649 San Ramon Valley Blvd., Danville, CA 94526.

RECITALS

WHEREAS, Grantor and GC entered in a certain Loan and Security Agreement, dated as of September 15, 1998 (the "Loan Agreement"); and

WHEREAS, in connection with the Loan Agreement Grantor and GC entered into a certain Patent and Trademark Security Agreement dated as of September 15, 1999 (the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, Grantor granted to GC a security interest in certain "Collateral" including certain trademarks; and

WHEREAS, GC and Grantor wish to amend the Security Agreement to include certain additional trademarks.

NOW, THEREFORE, GC and Grantor agree as follows:

1. Capitalized terms used but not defined in this Amendment shall have the meanings set forth in the Security Agreement.
2. The Security Agreement is amended by supplementing the list of trademarks and trademark registrations to the Security Agreement by adding the additional trademarks and trademark registrations set forth in Schedule A hereto.
3. The Security Agreement is amended by supplementing the list of patents and patent applications attached to the Security Agreement by adding the additional patents and patent applications set forth in Schedule B hereto.
4. GC may record this Amendment with the United States Patent and Trademark Office, at the expense of Grantor.

5. Except as herein expressly amended and supplemented, all of the terms and provisions of the Security Agreement shall continue in full force and effect and the same are hereby ratified and confirmed.

IN WITNESS WHEREOF, the parties have executed this Amendment on the date first written above.

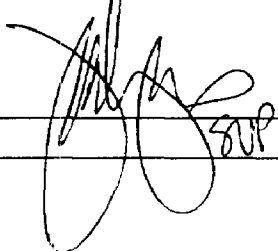
Grantor:

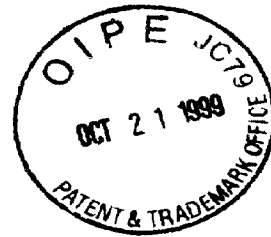
PictureWorks Technology Inc.

By: Donald Strickland
Title: President & CEO

GC:

GREYROCK CAPITAL,
A DIVISION OF NATIONSCREDIT
COMMERCIAL CORPORATION

By: 
Title: SR. VICE PRESIDENT



Schedule "A"

to Amendment to Patent and Trademark Security Agreement

PictureWorks Technology Inc.

REGISTERED TRADEMARKS

Trademark
Videobrush

Registration Date
2/16/99

Registration No.
2,224,658

PENDING TRADEMARKS

Trademark
Videobrush

Filing Date
11/15/96

Serial No.
75,198,936



Schedule "B"

to Amendment to Patent and Trademark Security Agreement

PictureWorks Technology Inc.

PATENTS

<u>Patent Description/Title</u>	<u>Issue Date</u>	<u>Patent No.</u>
Three-frame technique for analyzing two motions in successive image frames dynamically	11/19/91	5,067,014
Method for fusing images and apparatus therefor	1/30/96	5,488,674
Method for fusing images and apparatus therefor	6/28/94	5,325,449
System and method for electronic image stabilization	5/13/97	5,629,998
System for automatically aligning images to form a mosaic image	7/15/97	5,649,032

PATENT APPLICATIONS

<u>Description</u>	<u>Filing Date</u>	<u>Serial No.</u>
Method and apparatus for mosaic image construction	7/16/97	08/896887
Multi-view image registration with application to mosaicing and lens distortion correction	11/10/97	08/966776
Method and apparatus for processing image pyramid borders	12/23/97	08/997267
Method and apparatus for performing local to global multiframe alignment to construct mosaic images	5/29/98	09/087242
Method and apparatus for improving image resolution	6/19/98	09/100853
Electronic enhancement of images	8/27/98	60/098342
Extended depth of field imaging method	10/9/98	60/103716