

RECC

11-08-1999

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HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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101194163

To the Honorable Commissioner of Patents

and original documents or copy thereof.

1. Name of conveying party(ies):

TrueSpectra Inc.

11-03-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #26

2. Name and address of receiving party(ies)

Name: GATX/MM Venture Finance Partnership

Internal Address: 150 King Street West, Suite 2411

Street Address: Box 94

City: Toronto, Ontario State: CANADA ZIP: M5H 1J9

- Individual(s)
- General Partnership
- Corporation-State Canada
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other

- Merger
- Change of Name

Execution Date: August 19, 1999

- Individual(s) citizenship
- Association
- General Partnership Canada
- Limited Partnership
- Corporation-State
- 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

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

A. Trademark Application No.(s)

74/061,253
74/446,437
75/392,784

B. Trademark Registration No.(s)

1,959,243 2,121,305 2,138,455
2,111,329 2,133,878 2,190,290
2,119,492 2,134,020

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kevin G. Smith, Esq.

Internal Address: Shoemaker and Mattare, Ltd.

Suite 1203 Crystal Plaza Bldg. 1

2001 Jefferson Davis Highway

Street Address P. O. Box 2286

City: Arlington State: VA ZIP: 22202-0286

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$ 290.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number

(Attach duplicate copy of this page if paying by deposit account)

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01 EC:401 Statement and signature. 40.00 OP
02 FC:402 250.00 OP

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.

Kevin G. Smith

Name of Person Signing

Signature

November 2, 1999

Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK
REEL: 001986 FRAME: 0116

In re:

Trademark Registration Nos.

1,959,243	TRUESPECTRA
2,111,329	COLORWAVE
2,119,492	COLORWAVE Logo
2,121,305	TRUESPECTRA
2,133,878	PHOTO<GRAPHICS
2,134,020	COLORWAVE GRAPHICS RENDERING & Design
2,138,455	PHOTO<GRAPHICS & Design
2,190,290	PHOTO GRAPHIC

Trademark Application Serial Nos.

74/061,253	STUDIO-GRAPHICS
74/446,437	PHOTOSELECT
75/392,784	NETGRAPHICA

APPOINTMENT OF DOMESTIC REPRESENTATIVE

KEVIN G. SMITH and JODY H. DRAKE, whose postal address is Shoemaker and Mattare, Ltd., P. O. Box 2286, Arlington, VA 22202-0287, Telephone No (703) 415-0810, are hereby designated the undersigned's representatives upon whom notice or process in proceedings affecting the mark may be served.

GATX/MM Venture Finance Partnership
by its general partner, MM VENTURE
PARTNERS INC.

By _____

Name: Muhamad Mohamed
Title: Managing Partner

Date

October 29 1999

Received Time Sep. 6. 2:56PM

CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a General Security Agreement (hereinafter referred to as the "Agreement") dated August 19th, 1999 between TrueSpectra Inc. (hereinafter referred to as "TrueSpectra"), whose full post office address is 4950 Yonge Street, Suite 802, North York, Ontario, M2N 6K1 and GATX/MM Venture Finance Partnership (hereinafter referred to as "GATX/MM"), whose full post office address is 150 King Street West, Suite 2411, Box 94, Toronto, Ontario, M5H 1J9, for good and valuable consideration, the receipt and sufficiency of which is hereby confirmed and acknowledged, TrueSpectra confirms that it has granted to GATX/MM a security interest, lien and charge in all of TrueSpectra's right, title and interest in and to the trademarks, patents and trademark and patent applications listed on the Schedule attached hereto, and in and to any and all continuations, continuations-in-part, divisions, reissues and reexaminations which issue therefrom, the same to be held and enjoyed by GATX/MM, strictly subject to the terms of the Agreement.

EXECUTED at Toronto, Ontario, this 19th day of August, 1999.

TRUESPECTRA INC.

Per:



Steve Parker
VP Corporate Development & Finance

SCHEDULE

1. Trademarks Owned by TrueSpectra Inc.

<u>Jurisdiction</u>	<u>Trademark / Trademark Application</u>	<u>Serial Number</u>	<u>Grant Date/ Filing Date</u>	<u>Registered</u>
US	TRUESPECTRA	2,121,305	December 16, 1997	Y
US	TRUESPECTRA	1,959,243	February 27, 1996	Y
CA	TRUESPECTRA	484,039	October 15, 1997	Y
CA	TRUESPECTRA	478,320	July 8, 1997	Y
US	COLORWAVE	2,111,329	November 4, 1997	Y
US	COLORWAVE LOGO	2,119,492	December 9, 1997	Y
US	COLORWAVE GRAPHICS RENDERING & DESIGN	2,134,020	February 3, 1998	Y
CA	COLORWAVE	480,542	August 14, 1997	Y
CA	COLOWAVE LOGO	498,595	August 13, 1998	Y
US	PHOTO GRAPHIC	2,190,290	September 22, 1998	Y
US	PHOTO>GRAPHICS	2,133,878	February 3, 1998	Y
US	PHOTO>GRAPHICS & DESIGN	2,138,455	February 24, 1998	Y
CA	PHOTO>GRAPHICS & DESIGN	494,550	May 13, 1998	Y
US	STUDIO-GRAPHICS	74/061,253		N
CA	STUDIO-GRAPHICS	804,445	February 14, 1996	N
CA	PHOTOSELECT	507,202	January 27, 1999	Y
US	PHOTOSELECT	74/446,437	April 20, 1998	N
CA	NETGRAPHICA	861,196	November 12, 1997	N
US	NETGRAPHICA	75/392,784	November 12, 1997	N

2. Patents Owned by TrueSpectra Inc.

<u>Jurisdiction</u>	<u>Title</u>	<u>Serial Number</u>	<u>Grant Date/Filing Date</u>	<u>Granted</u>
US	Method Rendering An Image	5,903,277	May 11, 1999	Y
CA	Method Rendering An Image	2,173,651	April 9, 1996	N
CA	Method of Rendering An Image for Transmission Over a Network	2,197,822	February 18, 1997	N
CA	Method and System for Accessing and Rendering an Image for Transmission over a Network	2,211,368	July 24, 1997	N
US	Method and System for Accessing and Rendering an Image for Transmission over a Network	09/023,412	February 13, 1998	N

BUSINESS LAW\542423_1
August 19, 1999