

05-18-2001



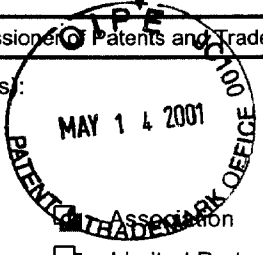
Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

101722133 SHEET TRADEMARKS ONLY

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):

DigiLens, Inc.

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

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

3. Nature of conveyance:

- Assignment
Security Agreement
Merger
Change of Name
Other

Execution Date: April 24, 2001

2. Name and address of receiving party(ies)

Name: GATX Ventures, Inc., as Agent

Internal Address: ATTN: Legal

Street Address: 3687 Mt. Diablo Blvd., #200

City: Lafayette State: CA Zip: 94549

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75579303

Additional number(s) attached Yes No

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

Name: GATX Ventures, Inc.

Internal Address: ATTN: Legal

Street Address: 3687 Mt. Diablo Blvd.,

Suite 200

City: Lafayette State: CA Zip: 94549

6. Total number of applications and registrations involved:

1

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

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

40E

(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.

Maureen C. Dellinger, In-House Counsel for GATX Ventures, Inc.

Maureen C. Dellinger (Signature)

May 10, 2001

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 4

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

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of April 24, 2001, is executed by DIGILENS, INC., a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC., as Agent ("Secured Party").

A. Pursuant to an Equipment Loan and Security Agreement, dated as of April 24, 2001 (the "Agreement") among Debtor and the Secured Party and the lenders named therein, the Secured Party and the lenders named therein have agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein;

B. Debtor owns the registered trademarks, service marks (and applications and registrations therefor), of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the "Trademarks");

C. Pursuant to the Agreement, Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

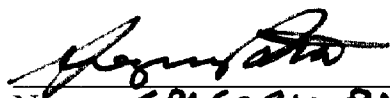
Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Secured Party's address is: GATX Ventures, Inc.
3687 Mount Diablo Blvd., Suite 200
Lafayette, California 94549

IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first written above.

DIGILENS, INC.

By:


Name: GREGORY PATTI
Title: CFO