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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

OptXCon, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- 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: **May 31, 2001**

2. Name and address of receiving party(ies)

Name: **GATX Ventures, Inc.**

Internal
Address:

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
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
76098141

B. Trademark Registration No.(s)

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 Department**

Street Address:

3687 Mt. Diablo Boulevard, 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:

(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.

**Gizelle Barany, In-House Counsel
for GATX Ventures, Inc.**

Name of Person Signing

Signature

May 31, 2001

Date

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

06/08/2001 TDIAZ1 00000060 76098141

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

**TRADEMARK
REEL: 002311 FRAME: 0568**



Form PTO-1594
Continuation of Item 2

Silicon Valley Bank
2530 Meridian Parkway, Third Floor
Durham, North Carolina 27713



GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of May 31, 2001, is executed by OPTXCON, INC. a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC. and SILICON VALLEY BANK (each individually a "Secured Party" and collectively "Secured Parties").

A. Pursuant to an Equipment Loan and Security Agreement, dated as of May 31, 2001 (the "Agreement") among Debtor and the Secured Parties, the Secured Parties 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 Parties 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 Parties 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 Parties 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 addresses are: GATX Ventures, Inc.
3687 Mount Diablo Blvd., Suite 200
Lafayette, California 94549

and

Silicon Valley Bank
2530 Meridian Parkway, Third Floor
Durham, North Carolina 27713



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

OPTXCON, INC.

By: Donald P. Bonell
Name: DONALD P. BONELL
Title: PRESIDENT + CEO



SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Registration Number	Registration Date
NA	NA	NA

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Trademark Application	Application Number	Application Date
OPTXCON	76/098,141	July 8, 2000

1030 JUN 05 2001

587208-1

SFEDA

MDF

prelim.rpt[1.30]

LEXIS Document Services

PRELIMINARY SEARCH TRACKING FORM

DEBTOR: CONVEYING PARTY: OPTXCON, INC.

TYPE OF SERVICE: Document filing
 JURISDICTION: FEDERAL AGENCY, District of Columbia
 INSTRUCTIONS:
 UPS TO CUSTOMER
 TRADEMARK SECURITY AGREEMENT
 :

CLIENT: CAROL PAPKE	REF#:
GATX VENTURES, INC.	CLIENT #: 103069
SUITE 200	FAX#: (925) 258-6050
3687 MT. DIABLO BLVD.	PHONE#: (925) 258-6000
LAFAYETTE	CA 94549

Ordered By : TLM on 06/01/01 Fed Ex: Fax(N/V/C):N

CK#	Date:	Service Fee:
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