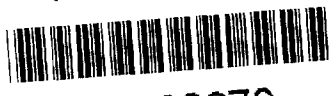


12-20-2001



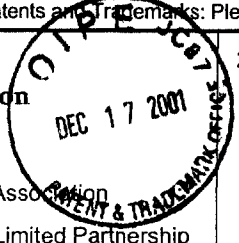
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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): nLight Photonics Corporation
Individual(s)
General Partnership
[X] Corporation-State (Delaware)
Other
Additional name(s) of conveying party(ies) attached? Yes No



2. Name and address of receiving party(ies)
Name: GATX Ventures, Inc.
Internal
Address: ATTN: Legal Dept.
Street Address: 3687 Mt. Diablo Blvd., #200
City: Lafayette State: CA Zip: 94549
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] 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
[X] Security Agreement
Other
Merger
Change of Name
Execution Date: September 21, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/148472
76/115093
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: GATX Ventures, Inc.
Internal Address: ATTN: Legal Dept.
Street Address: 3687 Mt. Diablo Blvd., Suite 200
City: Lafayette State: CA Zip: 94549

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41): \$65.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
12/19/2001 TDIAZ1 00000184 76148472
01 FC:481 40.00 DP
02 FC:482 25.00 DP
(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.
Andrew P. Johnson, In-House Counsel for GATX Ventures, Inc.
Name of Person Signing Signature Date December 13, 2001
Total number of pages including cover sheet, attachments, and document: 5

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

12/19/2001 TDIAZ1 00000184 76148472 01 FC:481 40.00 DP

TRADEMARK REEL: 002409 FRAME: 0980

2. Name and address or receiving part(ies):

Dominion Venture Finance LLC
1656 No. California Blvd., Suite 300
Walnut Creek, CA 94596

Silicon Valley Bank
4110 Carillon Point
Kirkland, WA 98033-7355

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of September 21, 2001, is executed by nLIGHT PHOTONICS CORPORATION, a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC., DOMINION VENTURE FINANCE LLC and SILICON VALLEY BANK (together, the "Secured Parties").

A. Pursuant to an Equipment Loan and Security Agreement dated as of September 21, 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 the 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 the 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 the 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 Parties' addresses are:

GATX Ventures, Inc.
3687 Mount Diablo Blvd., Suite 200
Lafayette, California 94549

Dominion Venture Finance LLC
1656 No. California Blvd., Suite 300
Walnut Creek, CA 94596

Silicon Valley Bank
4110 Carillon Point
Kirkland, WA 98033-7355

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

nLIGHT PHOTONICS CORPORATION

By: 

Name: Srikanth Iyengar

Title: Vice President, Finance & Corporate Development

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

None

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Trademark Application	Serial Number	Application Date
NLIGHT	76/148472	10/18/2000
NLIGHT PHOTONICS	76/115093	08/24/2000