

07-29-2002

FORM PTO-
1-31-92

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TEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102171951

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

APPLIED SCIENCE FICTION

7.22.02

- Individual(s)
- General Partnership
- Corporation-State
- Other LLC
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

9/1/2000

2. Name and address of receiving party(ies):

Name: Silicon Valley Bank
 Internal Address: Loan Documentation HA155
 Street Address: 3003 Tasman Drive
 City: Santa Clara State: Ca ZIP: 95054

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State DE
- 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 trademark number(s):

A. Trademark Application No.(s)

76/343,368
 76/291,506
 76/291,500
 76/228,325
 76/228,187

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Silicon Valley Bank
 Internal Address: Loan Documentation HA155
 Street Address: 3003 Tasman Dr.
 City: Santa Clara State: Ca ZIP: 95054

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41):\$ 140.00
 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

07/26/2002 TBIAZI 00000087 76343368

01 FC:481 40.00 OP
 02 FC:482 100.00 OP

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.

Shannon Hubbard
 Name of Person Signing

Shannon Hubbard
 Signature

7/10/02
 Date

Total number of pages comprising cover sheet:

OMB No 0651 -0011 (exp 4/94)

ADDENDUM TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Addendum to Intellectual Property Security Agreement is executed pursuant to, and is an addendum to, an Intellectual Property Security Agreement, dated September 1, 2000, by and between Applied Science Fiction, Inc. ("Grantor") with its principal office at 8920 Business Park Drive, Austin, TX 78759, and Silicon Valley Bank ("Bank") with its principal office at 3003 Tasman Drive, Santa Clara, CA 95054. This Addendum to Intellectual Property Security Agreement is presented for recordation as constructive notice that Grantor, the owner of the intellectual property identified in the exhibit(s) attached hereto, has granted to Bank a security interest in the intellectual property described on exhibit(s) attached hereto, and the exclusive rights comprised in the Intellectual property, to secure payment of a debt.

IN WITNESS WHEREOF, Grantor has executed this Addendum to Intellectual Property Security Agreement as of October 29, 2001.

GRANTOR:

APPLIED SCIENCE FICTION, INC.

By: *Mary Helen Threlkeld*
Name: *Mary Helen Threlkeld*
Title: *VP Finance*

EXHIBIT "B"
PATENTS

File#	Title	Cty	PatNo	IssueDt	Div
ASF96001-PA-SG	Luminance-Priority Color Sensor	SG	60493	4/17/2001	ICE
ASF96002-PA-SG	Method and Apparatus for Electronic Film Development	SG	65,218	5/23/2000	DFP
ASF96002-PA-US	Method & Apparatus for Electronic Film Development	US	5,988,896	11/23/1999	DFP
ASF96003-PA-SG	Method and Apparatus for Reducing Noise in Electronic Film Development	SG	64,006	5/23/2000	DFP
ASF96003-PA-US	Method and Apparatus for Reducing Noise in Electronic Film Development	US	6,069,714	5/30/2000	DFP
ASF97006D1-PA-US	System and Method for Latent Film Recovery in Electronic Film Development	US	6,124,082	9/26/2000	DFP
ASF97006D2-PA-US	System and Method for Latent Film Recovery in Electronic Film Development	US	6,193,425 B1	2/27/2001	DFP
ASF97006-PA-US	System and Method for Latent Film Recovery in Electronic Film Development	US	6,017,688	1/25/2000	DFP
ASF98007-PA-TW	Image Block Windowed Blending	TW	88102665	3/27/2001	ICE
ASF98008-PA-TW	Multilinear Array Sensor with an Infrared Line	TW	119434	1/4/2001	ICE
ASF98009-PA-TW	Parametric Image Stitching	TW	113,139	7/17/2000	DFP
ASF98010-PA-TW	Progressive Area Scan in Electronic Film Development	TW	107,557	1/31/2000	DFP
ASF98011-PA-US	Reflection Infrared Surface Defect Correction	US	6,075,590	6/13/2000	ICE
ASF98011-PA-US-CON	Apparatus for Reflection Infrared Surface Defect Correction and Product Therefrom	US	6,195,161 B1	2/27/2001	ICE
ASF98012-PA-TW	Image Defect Correction in Transform Space	TW			ICE

EXHIBIT "C"
TRADEMARKS

TRADEMARK
DESCRIPTION COUNTRY SERIAL NO. REG. NO STATUS

File#	Mark	RegNo	RegDt	Int/Na	Class
ASF00012-TM-US-9	DIGITAL ICE3 & DESIGN	2,500,967	10/23/2001	INT	9
ASF99204-TM-AU	APPLIED SCIENCE FICTION	786430	2/24/1999	INT	9
ASF99204-TM-CH	APPLIED SCIENCE FICTION	474047	7/10/2000	INT	9 & 42
ASF99204-TM-CN	APPLIED SCIENCE FICTION	1457676	10/14/2000	INT	9
ASF99204-TM-EM-M	APPLIED SCIENCE FICTION	1179365	9/25/2000	INT	9 & 42
ASF99204-TM-HK	APPLIED SCIENCE FICTION	B9606/2001	8/22/2001	INT	9
ASF99204-TM-HU-M	APPLIED SCIENCE FICTION	164399	7/7/1999	INT	9 & 42
ASF99204-TM-ID	APPLIED SCIENCE FICTION	453248	9/19/2000	INT	9
ASF99204-TM-JP	APPLIED SCIENCE FICTION	4293544	7/9/1999	INT	9
ASF99204-TM-KR	APPLIED SCIENCE FICTION	462376	1/6/2000	INT	9
ASF99204-TM-MX-42	APPLIED SCIENCE FICTION	649,850	3/8/2000	INT	42
ASF99204-TM-MX-9	APPLIED SCIENCE FICTION	649,849	3/8/2000	INT	9
ASF99204-TM-NZ	APPLIED SCIENCE FICTION	305546	2/8/2000	INT	9
ASF99204-TM-TW	APPLIED SCIENCE FICTION	909340	10/15/2000	INT	9
ASF99204-TM-US-9	APPLIED SCIENCE FICTION	2,482,953	8/28/2001	INT	9
ASF99204-TM-US-M	APPLIED SCIENCE FICTION	2,323,517	2/29/2000	INT	9 & 42
ASF99205-TM-AU	APPLIED SCIENCE FICTION & DESIGN	799994	7/13/1999	INT	9
ASF99205-TM-CH	APPLIED SCIENCE FICTION & DESIGN	474895	8/7/2000	INT	9 & 42
ASF99205-TM-CN	APPLIED SCIENCE FICTION & DESIGN	1493769	12/21/2000	INT	9
ASF99205-TM-EM-M	APPLIED SCIENCE FICTION & DESIGN	1291020	12/22/2000	INT	9 & 42
ASF99205-TM-HU-M	APPLIED SCIENCE FICTION & DESIGN	164398	4/6/2001	INT	9 & 42
ASF99205-TM-ID	APPLIED SCIENCE FICTION & DESIGN	459926	12/26/2000	INT	9
ASF99205-TM-JP-M	APPLIED SCIENCE FICTION & DESIGN	4456727	3/2/2001	INT	9,40,42
ASF99205-TM-KR	APPLIED SCIENCE FICTION & DESIGN	473164	7/7/2000	INT	9
ASF99205-TM-NZ	APPLIED SCIENCE FICTION & DESIGN	312119	1/5/2000	INT	9
ASF99205-TM-SG	APPLIED SCIENCE FICTION & DESIGN	T99/06883 I	3/23/1999	INT	9
ASF99205-TM-TW	APPLIED SCIENCE FICTION & DESIGN	939110	10/16/2000	INT	9

File#	Mark	RegNo	RegDt	Int/Na	Class
ASF99205-TM-US-M	APPLIED SCIENCE FICTION & DESIGN	2,332,243	3/21/2000	INT	9 & 42
ASF99206-TM-AU	ASF	786429	2/24/1999	INT	9
ASF99206-TM-CN	ASF	1457674	10/14/2000	INT	9
ASF99206-TM-HK	ASF	B10466	7/28/2000	INT	9
ASF99206-TM-ID	ASF	453249	9/19/2000	INT	9
ASF99206-TM-JP-42	ASF	4492742	7/19/2001	INT	42
ASF99206-TM-KR	ASF	462374	1/6/2000	INT	9
ASF99206-TM-MX-42	ASF	650548	4/18/2000	INT	42
ASF99206-TM-MX-9	ASF	670364	8/30/2000	INT	9
ASF99206-TM-NZ	ASF	305549	12/20/1999	INT	9
ASF99206-TM-SG	ASF	T99/02487D	3/12/1999	INT	9
ASF99206-TM-TW	ASF	913802	11/15/2000	INT	9
ASF99207-TM-AU	DIGITAL ICE	786428	2/24/1999	INT	9
ASF99207-TM-CH	DIGITAL ICE	474859	8/7/2000	INT	9 & 42
ASF99207-TM-CN	DIGITAL ICE	1457675	10/14/2000	INT	9
ASF99207-TM-EM	DIGITAL ICE	1188366	7/21/2000	INT	9
ASF99207-TM-HK	DIGITAL ICE	B13223	10/4/2000	INT	9
ASF99207-TM-JP	DIGITAL ICE	4443529	1/5/2001	INT	9
ASF99207-TM-MX-9	DIGITAL ICE	670356	8/30/2000	INT	9
ASF99207-TM-NZ	DIGITAL ICE	305547	2/8/2000	INT	9
ASF99207-TM-TH	DIGITAL ICE			INT	9
ASF99207-TM-TW	DIGITAL ICE	915916	12/1/2000	INT	9
ASF99207-TM-US	DIGITAL ICE	2,438,842	3/27/2001	INT	9
ASF99208-TM-AU	DIGITAL ICE & DESIGN	799995	1/15/2000	INT	9
ASF99208-TM-CH	DIGITAL ICE & DESIGN	474896	8/7/2000	INT	9 & 42
ASF99208-TM-EM	DIGITAL ICE & DESIGN APPLIED SCIENCE FICTION	1188291	5/27/1999	INT	9
ASF99208-TM-JP	DIGITAL ICE & DESIGN APPLIED SCIENCE FICTION	4453944	2/16/2001	INT	9
ASF99208-TM-NZ	DIGITAL ICE & DESIGN	312117	1/5/2000	INT	9
ASF99208-TM-TW	DIGITAL ICE & DESIGN APPLIED SCIENCE FICTION	939108	11/30/2000	INT	9
ASF99208-TM-US	DIGITAL ICE & DESIGN APPLIED SCIENCE FICTION	2,446,901	4/24/2001	INT	9
ASF99209-TM-AU	DIGITAL ROC	786427	2/24/1999	INT	9
ASF99209-TM-CH	DIGITAL ROC	474860	8/7/2000	INT	9 & 42
ASF99209-TM-CN	DIGITAL ROC	1457680	10/14/2000	INT	9
ASF99209-TM-EM	DIGITAL ROC	1187830	9/28/2000	INT	9
ASF99209-TM-HK	DIGITAL ROC	04315	3/15/2000	INT	9
ASF99209-TM-JP	DIGITAL ROC	4350981	1/14/2000	INT	9
ASF99209-TM-KR	DIGITAL ROC	462375	1/6/2000	INT	9
ASF99209-TM-MX-9	DIGITAL ROC	649,851	3/8/2000	INT	9
ASF99209-TM-NZ	DIGITAL ROC	305548	2/8/2000	INT	9

File#	Mark	RegNo	RegDt	Int/Na	Class
ASF99209-TM-SG	DIGITAL ROC	T99/02490D	3/12/1999	INT	9
ASF99209-TM-TH	DIGITAL ROC			INT	9
ASF99209-TM-TW	DIGITAL ROC	909339	10/15/2000	INT	9
ASF99210-TM-AU	DIGITAL ROC & DESIGN	799993	7/13/1999	INT	9
ASF99210-TM-CH	DIGITAL ROC & DESIGN	474897	8/7/2000	INT	9 & 42
ASF99210-TM-CN	DIGITAL ROC & DESIGN	1513781	1/28/2001	INT	9
ASF99210-TM-EM	DIGITAL ROC & DESIGN APPLIED SCIENCE FICTION	1188192	9/28/2000	INT	9
ASF99210-TM-ID	DIGITAL ROC & DESIGN	459925	12/26/2000	INT	9
ASF99210-TM-KR	DIGITAL ROC & DESIGN	473163	7/7/2000	INT	9
ASF99210-TM-NZ	DIGITAL ROC & DESIGN	312118	1/5/2000	INT	9
ASF99210-TM-SG	DIGITAL ROC & DESIGN	T99/06870 G	2/17/1999	INT	9
ASF99210-TM-TH	DIGITAL ROC & DESIGN APPLIED SCIENCE FICTION	Kor134982	6/4/1999	INT	9
ASF99210-TM-TW	DIGITAL ROC & DESIGN APPLIED SCIENCE FICTION	939107	10/16/2000	INT	9
ASF99229-TM-CH	DIGITAL GEM	474208	7/17/2000	INT	9 & 42
ASF99229-TM-EM-M	DIGITAL GEM	1515691	3/19/2001	INT	9 & 42
ASF99229-TM-JP	DIGITAL GEM	04461297	3/23/2001	INT	9
ASF99229-TM-KR	DIGITAL GEM	503361	10/10/2001	INT	9
ASF99229-TM-NZ	DIGITAL GEM	608694	6/6/2001	INT	9
ASF99229-TM-TW	DIGITAL GEM	949867	7/15/2001	INT	9
ASF99240-TM-AU	DIGITAL GEM & DESIGN	826635	1/25/2001	INT	9
ASF99240-TM-CH-M	DIGITAL GEM & DESIGN	475650	8/30/2000	INT	9 & 42
ASF99240-TM-EM-M	DIGITAL GEM & DESIGN	1549278	4/27/2001	INT	9 & 42
ASF99240-TM-JP	DIGITAL GEM & DESIGN	4456833	3/2/2001	INT	9
ASF99240-TM-KR	DIGITAL GEM & DESIGN	503685	10/15/2001	INT	9
ASF99240-TM-NZ	DIGITAL GEM & DESIGN	609722	9/7/2000	INT	9
ASF99279-TM-AU	DIGITAL ICE2	829916	10/6/2000	INT	9
ASF99279-TM-NZ	DIGITAL ICE2	611589	10/5/2000	INT	9
ASF99280-TM-AU	DIGITAL ICE3	829917	10/6/2000	INT	9
ASF99280-TM-NZ	DIGITAL ICE3	611590	10/5/2000	INT	9
ASF99280-TM-US	DIGITAL ICE3	2,488,888	9/11/2001	INT	9
ASF99299-TM-MX-9	DIGITAL GEM	684949	12/31/2001	INT	9
ASF99309-TM-AU	Flag Design (COLOR)	830442	9/20/2000	INT	9 & 42
ASF99309-TM-CH	FLAG DESIGN (COLOR)	485565	6/7/2001	INT	9 & 42
ASF99309-TM-CN-42	FLAG DESIGN (COLOR)			INT	42
ASF99309-TM-CN-9	FLAG DESIGN (COLOR)	1626287	8/28/2001	INT	9
ASF99309-TM-JP	FLAG DESIGN (COLOR)	4488748	7/6/2001	INT	9, 40-2
ASF99309-TM-KR	FLAG DESIGN (COLOR)	2973	5/7/2001	INT	9 & 42
ASF99309-TM-NZ-42	FLAG DESIGN (COLOR)	618306	1/11/2001	INT	42
ASF99309-TM-NZ-9	FLAG DESIGN (COLOR)	615920	12/7/2000	INT	9
ASF99309-TM-TH-42	FLAG DESIGN (COLOR)	SM 12665	6/1/2001	INT	9
ASF99309-TM-TW-42	FLAG DESIGN (COLOR)	140739	3/15/2001	INT	42

File#	Mark	RegNo	RegDt	Int/Na	Class
ASF99309-TM-NZ-9	FLAG DESIGN (COLOR)	615920	12/7/2000	INT	9
ASF99309-TM-TH-42	FLAG DESIGN (COLOR)	SM 12665	6/1/2001	INT	9
ASF99309-TM-TW-42	FLAG DESIGN (COLOR)	140739	3/15/2001	INT	42