



Tab settings =>>>

102209592

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

1. Name of conveying party(ies):  
Applied Science Fiction, Inc. *18-28-02*

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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

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

Name: Rho Ventures IV (QP), L.P.  
Internal Address: \_\_\_\_\_  
Street Address: 152 W. 57<sup>th</sup> Street, 23<sup>rd</sup> Floor  
City: New York State: NY ZIP: 10019

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership Delaware  
 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

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: 07/23/2002

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

A. Trademark Application No.(s)		
75/862368	76/133900	76/134305
76/228325	76/228187	76/291500
76/291506	76/343368	75/567463
75/891824	75/779549	75/796089
75/861534		

B. Trademark Registration No.(s)		
2,537,207	2,500,967	2,482,953
2,323,517	2,332,243	2,438,842
2,519,325	2,446,901	2,532,479
2,488,888	2,595,424	2,605,163

Additional numbers attached?  Yes  No

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

Name: Wilson Sonsini Goodrich & Rosati  
Internal Address: John c. Nishi  
\_\_\_\_\_  
Street Address: 650 Page Mill Road  
\_\_\_\_\_  
City: Palo Alto State: CA ZIP: 94304

6. Total number of applications and registrations involved: ..... 25

7. Total fee (37 CFR 3.41) ..... \$ 640.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-2415 Attn: 28215-000  
(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.*

John C. Nishi                      *[Signature]*                      8/20/02  
Name of Person Signing                      Signature                      Date

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

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

08/30/2002 LMJELLER 00000112 232415 75862368

01 FC:481                      40.00 CH  
02 FC:482                      600.00 CH

# GRANT OF SECURITY INTEREST

## TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of July 18, 2002, is executed by Applied Science Fiction, Inc., a Delaware corporation ("Debtor"), in favor of Rho Ventures IV (QP), L.P. and CenterPoint Venture Partners L.P. (each, a "Collateral Agent", and collectively, the "Collateral Agent"), as Collateral Agent.

A. Pursuant to a Note Purchase Agreement, dated as of July 18, 2002 (the "Note Purchase Agreement"), among Debtor and certain Secured Parties, such Secured Parties have agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein.

B. Debtor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Debtor has entered into an Intellectual Property Security Agreement dated the date hereof (the "Security Agreement") in favor of Collateral Agent; and

D. Pursuant to the Security Agreement, Debtor has granted to Collateral Agent a security interest in all right, title and interest of Debtor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Collateral Agent 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 Collateral Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Collateral Agent's address is:

Rho Ventures IV (QP), L.P.  
152 W. 57<sup>th</sup> St., 23<sup>rd</sup> Floor  
New York, NY 10019  
Attn: Jeffrey Martin

CenterPoint Venture Partners L.P.  
6801 N Capital of Texas Hwy.  
Bldg. 2, Ste. 225  
Austin, TX 78731  
Attn: Cam McMartin

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

Applied Science Fiction, Inc.

By: Mary Helen Threlkeld

Name: Mary Helen Threlkeld

Title: Vice President, Finance

STATE OF TEXAS §

§

COUNTY OF TRAVIS §

The foregoing instrument was acknowledged before me on this the 23rd day of July, 2002, by Mary Helen Threlkeld, Vice President, Finance of Applied Science Fiction, Inc., a Delaware corporation, on behalf of said corporation.



Tami A. Holk-Johnson  
Notary Public, State of Texas

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<b>Trademark</b>	<b>Jurisdiction</b>	<b>RegDt</b>	<b>RegNo</b>
DIGITAL ICE3 & DESIGN	Switzerland	11/1/2001	490950
DIGITAL ICE3 & DESIGN	United States	2/5/2002	2,537,207
DIGITAL ICE3 & DESIGN	United States	10/23/2001	2,500,967
APPLIED SCIENCE FICTION	Australia	2/24/1999	786430
APPLIED SCIENCE FICTION	Switzerland	7/10/2000	474047
APPLIED SCIENCE FICTION	China	10/14/2000	1457676
APPLIED SCIENCE FICTION	European Community	9/25/2000	1179365
APPLIED SCIENCE FICTION	Hong Kong	8/22/2001	B9606/2001
APPLIED SCIENCE FICTION	Hungary	7/7/1999	164399
APPLIED SCIENCE FICTION	Indonesia	9/19/2000	453248
APPLIED SCIENCE FICTION	Japan	7/9/1999	4293544
APPLIED SCIENCE FICTION	Korea	1/6/2000	462376
APPLIED SCIENCE FICTION	Mexico	3/8/2000	649,850
APPLIED SCIENCE FICTION	Mexico	3/8/2000	649,849
APPLIED SCIENCE FICTION	New Zealand	2/8/2000	305546
APPLIED SCIENCE FICTION	Taiwan	10/15/2000	909340
APPLIED SCIENCE FICTION	United States	8/28/2001	2,482,953
APPLIED SCIENCE FICTION	United States	2/29/2000	2,323,517
APPLIED SCIENCE FICTION & DESIGN	Australia	7/13/1999	799994
APPLIED SCIENCE FICTION & DESIGN	Switzerland	8/7/2000	474895

Trademark	Jurisdiction	RegDt	RegNo
APPLIED SCIENCE FICTION & DESIGN	China	12/21/2000	1493769
APPLIED SCIENCE FICTION & DESIGN	European Community	12/22/2000	1291020
APPLIED SCIENCE FICTION & DESIGN	Hungary	4/6/2001	164398
APPLIED SCIENCE FICTION & DESIGN	Indonesia	12/26/2000	459926
APPLIED SCIENCE FICTION & DESIGN	Japan	3/2/2001	4456727
APPLIED SCIENCE FICTION & DESIGN	Korea	7/7/2000	473164
APPLIED SCIENCE FICTION & DESIGN	New Zealand	1/5/2000	312119
APPLIED SCIENCE FICTION & DESIGN	Singapore	3/23/1999	T99/06883 I
APPLIED SCIENCE FICTION & DESIGN	Taiwan	10/16/2000	939110
APPLIED SCIENCE FICTION & DESIGN	United States	3/21/2000	2,332,243
ASF	Australia	2/24/1999	786429
ASF	China	10/14/2000	1457674
ASF	Hong Kong	7/28/2000	B10466
ASF	Indonesia	9/19/2000	453249
ASF	Japan	7/19/2001	4492742
ASF	Korea	1/6/2000	462374
ASF	Mexico	4/18/2000	650548
ASF	Mexico	8/30/2000	670364
ASF	New Zealand	12/20/1999	305549
ASF	Singapore	3/12/1999	T99/02487D

Trademark	Jurisdiction	RegDt	RegNo
ASF	Taiwan	11/15/2000	913802
DIGITAL ICE	Australia	2/24/1999	786428
DIGITAL ICE	Switzerland	8/7/2000	474859
DIGITAL ICE	China	10/14/2000	1457675
DIGITAL ICE	European Community	7/21/2000	1188366
DIGITAL ICE	Hong Kong	10/4/2000	B13223
DIGITAL ICE	Japan	1/5/2001	4443529
DIGITAL ICE	Mexico	8/30/2000	670356
DIGITAL ICE	New Zealand	2/8/2000	305547
DIGITAL ICE	Singapore		
DIGITAL ICE	Thailand	6/6/1999	Kor118231
DIGITAL ICE	Taiwan	12/1/2000	915916
DIGITAL ICE	United States	3/27/2001	2,438,842
DIGITAL ICE	United States	12/18/2001	2,519,325
DIGITAL ICE & DESIGN	Australia	1/15/2000	799995
DIGITAL ICE & DESIGN	Switzerland	8/7/2000	474896
DIGITAL ICE & DESIGN APPLIED SCIENCE FICTION	European Community	5/27/1999	1188291
DIGITAL ICE & DESIGN APPLIED SCIENCE FICTION	Japan	2/16/2001	4453944
DIGITAL ICE & DESIGN	New Zealand	1/5/2000	312117
DIGITAL ICE & DESIGN APPLIED SCIENCE FICTION	Taiwan	11/30/2000	939108
DIGITAL ICE & DESIGN APPLIED SCIENCE FICTION	United States	4/24/2001	2,446,901
DIGITAL ROC	Australia	2/24/1999	786427
DIGITAL ROC	Switzerland	8/7/2000	474860

Trademark	Jurisdiction	RegDt	RegNo
DIGITAL ROC	China	10/14/2000	1457680
DIGITAL ROC	European Community	9/28/2000	1187830
DIGITAL ROC	Hong Kong	3/15/2000	04315
DIGITAL ROC	Japan	1/14/2000	4350981
DIGITAL ROC	Korea	1/6/2000	462375
DIGITAL ROC	Mexico	3/8/2000	649,851
DIGITAL ROC	New Zealand	2/8/2000	305548
DIGITAL ROC	Singapore	3/12/1999	T99/02490D
DIGITAL ROC	Thailand	6/3/1999	Kor118230
DIGITAL ROC	Taiwan	10/15/2000	909339
DIGITAL ROC	United States	1/22/2002	2,532,479
DIGITAL ROC & DESIGN	Australia	7/13/1999	799993
DIGITAL ROC & DESIGN	Switzerland	8/7/2000	474897
DIGITAL ROC & DESIGN	China	1/28/2001	1513781
DIGITAL ROC & DESIGN APPLIED SCIENCE FICTION	European Community	9/28/2000	1188192
DIGITAL ROC & DESIGN	Indonesia	12/26/2000	459925
DIGITAL ROC & DESIGN	Korea	7/7/2000	473163
DIGITAL ROC & DESIGN	New Zealand	1/5/2000	312118
DIGITAL ROC & DESIGN	Singapore	2/17/1999	T99/06870 G
DIGITAL ROC & DESIGN APPLIED SCIENCE FICTION	Thailand	6/4/1999	Kor134982
DIGITAL ROC & DESIGN APPLIED SCIENCE FICTION	Taiwan	10/16/2000	939107
DIGITAL GEM	Australia	5/9/2002	824152
DIGITAL GEM	Switzerland	7/17/2000	474208

Trademark	Jurisdiction	RegDt	RegNo
DIGITAL GEM	European Community	3/19/2001	1515691
DIGITAL GEM	Japan	3/23/2001	04461297
DIGITAL GEM	Korea	10/10/2001	503361
DIGITAL GEM	New Zealand	6/6/2001	608694
DIGITAL GEM	Taiwan	7/15/2001	949867
DIGITAL GEM & DESIGN	Australia	1/25/2001	826635
DIGITAL GEM & DESIGN	Switzerland	8/30/2000	475650
DIGITAL GEM & DESIGN	European Community	4/27/2001	1549278
DIGITAL GEM & DESIGN	Japan	3/2/2001	4456833
DIGITAL GEM & DESIGN	Korea	10/15/2001	503685
DIGITAL GEM & DESIGN	New Zealand	9/7/2000	609722
DIGITAL GEM & DESIGN	Taiwan	7/15/2001	952860
DIGITAL ICE2	Australia	10/6/2000	829916
DIGITAL ICE2	Switzerland	3/31/2000	492795
DIGITAL ICE2	European Community	8/3/2001	1584473
DIGITAL ICE2	Mexico	9/14/2001	715257
DIGITAL ICE2	New Zealand	10/5/2000	611589
DIGITAL ICE3	Australia	10/6/2000	829917
DIGITAL ICE3	Switzerland	3/13/2000	492794
DIGITAL ICE3	European Community	11/26/2001	1584523
DIGITAL ICE3	Mexico	9/14/2001	715256
DIGITAL ICE3	New Zealand	10/5/2000	611590
DIGITAL ICE3	United States	9/11/2001	2,488,888
DIGITAL GEM	Mexico	12/31/2001	684949



Trademark	Jurisdiction	RegDt	RegNo
Flag Design (COLOR)	Australia	9/20/2000	830442
FLAG DESIGN (COLOR)	Switzerland	6/7/2001	485565
FLAG DESIGN (COLOR)	China	1/6/2002	1695585
FLAG DESIGN (COLOR)	China	8/28/2001	1626287
FLAG DESIGN (COLOR)	Indonesia	7/5/2001	481899
FLAG DESIGN (COLOR)	Japan	7/6/2001	4488748
FLAG DESIGN (COLOR)	Korea	5/7/2001	2973
FLAG DESIGN (COLOR)	New Zealand	1/11/2001	618306
FLAG DESIGN (COLOR)	New Zealand	12/7/2000	615920
FLAG DESIGN (COLOR)	Singapore	12/1/1999	T00/08959
FLAG DESIGN (COLOR)	Thailand	6/1/2001	SM 12665
FLAG DESIGN (COLOR)	Taiwan	3/15/2001	140739
FLAG DESIGN (COLOR)	Taiwan		978881

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<b>Trademark</b>	<b>Jurisdiction</b>	<b>Date Filed</b>	<b>Application No.</b>
DIGITAL ICE3 & DESIGN	European Community	6/13/2001	2257020
DIGITAL ICE3 & DESIGN	Japan	7/2/2001	2001-060063
DIGITAL ICE3 & DESIGN	Taiwan	6/18/2001	(90) 024789
DIGITAL ROC2	United States	5/25/2000	76/057,154
DIGITAL PIC	United States	9/22/2000	76/133,900
DIGITAL PIC	United States	9/22/2000	76/134,305
DIGITAL PIC AND DESIGN APPLIED SCIENCE FICTION	United States	3/21/2001	76/228,325
DIGITAL PIC AND DESIGN APPLIED SCIENCE FICTION	United States	3/21/2001	76/228,187
DIGIPIX	United States	7/27/2001	76/291,500
DIGIPIX	United States	7/27/2001	76/291,506
DIGITAL SHO	United States	11/29/2001	76/343,368
APPLIED SCIENCE FICTION	Brazil	7/27/1999	821865900
APPLIED SCIENCE FICTION	Brazil	7/27/1999	821865919
APPLIED SCIENCE FICTION	Canada	2/18/2000	1,047,197
APPLIED SCIENCE FICTION	India	2/25/1999	842745
APPLIED SCIENCE FICTION	Malaysia	2/27/1999	99/01607
APPLIED SCIENCE FICTION	Singapore	3/12/1999	T99/02488B
APPLIED SCIENCE FICTION & DESIGN	India	3/24/1999	847254
APPLIED SCIENCE FICTION & DESIGN	Malaysia	7/2/1999	99/05896

Trademark	Jurisdiction	Date Filed	Application No.
APPLIED SCIENCE FICTION & DESIGN	Thailand	6/4/1999	388661
ASF	Canada	2/17/2000	1047111
ASF	European Community	5/18/2000	1662923
ASF	India	2/25/1999	842748
ASF	United States	10/9/1998	75/567,463
ASF	United States	1/7/2000	75/891,824
DIGITAL ICE	Brazil	7/16/1999	821821920
DIGITAL ICE	Canada	2/17/2000	1047114
DIGITAL ICE	Indonesia	3/3/1999	D99-3029
DIGITAL ICE	Malaysia	2/27/1999	99/01608
DIGITAL ICE & DESIGN	Hong Kong	7/5/1999	8564/99
DIGITAL ICE & DESIGN	Indonesia	7/12/1999	D99-11514
DIGITAL ICE & DESIGN	Malaysia	7/2/1999	99/05897
DIGITAL ICE & DESIGN APPLIED SCIENCE FICTION	Singapore	7/3/1999	T99/06871 E
DIGITAL ROC	Brazil	7/16/1999	821821911
DIGITAL ROC	Canada	2/17/2000	1047113
DIGITAL ROC	Indonesia	3/13/1999	D99-3028
DIGITAL ROC	Malaysia	2/27/1999	99/01606
DIGITAL ROC & DESIGN	Hong Kong	7/5/1999	8563/99
DIGITAL ROC & DESIGN APPLIED SCIENCE FICTION	Japan	7/7/1999	060943/99
DIGITAL ROC & DESIGN	Malaysia	7/2/1999	99/05898
DIGITAL ROC & DESIGN APPLIED SCIENCE FICTION	United States	2/17/1999	75/642,248
DIGITAL GEM	Brazil	2/28/2000	822488051

<b>Trademark</b>	<b>Jurisdiction</b>	<b>Date Filed</b>	<b>Application No.</b>
DIGITAL GEM	Brazil	2/17/2000	822463199
DIGITAL GEM	Canada	2/17/2000	1047112
DIGITAL GEM	Malaysia	2/17/2000	2000-01528
DIGITAL GEM	Singapore	2/17/2000	T00/02360I
DIGITAL GEM	United States	8/17/1999	75/779,549
DIGITAL GEM & DESIGN	Brazil	2/28/2000	822488043
DIGITAL GEM & DESIGN	Brazil	2/28/2000	822488035
DIGITAL GEM & DESIGN	Hong Kong	3/6/2000	4513/2000
DIGITAL GEM & DESIGN	Indonesia	3/8/2000	D00-4278
DIGITAL GEM & DESIGN	Malaysia	3/6/2000	2000-2487
DIGITAL GEM & DESIGN	Singapore	3/4/2000	T00/03409J
DIGITAL GEM & DESIGN	Thailand	3/7/2000	413444
DIGITAL GEM & DESIGN	United States	9/8/1999	75/796,089
DIGITAL ICE3	Brazil	3/30/2000	822602067
DIGITAL ICE3	Canada	3/30/2000	1053026
DIGITAL ICE3	Japan	7/2/2001	2001-060060
FLAG DESIGN (COLOR)	Brazil	5/31/2000	822781000
FLAG DESIGN (COLOR)	Brazil	5/31/2000	822780992
FLAG Design	Canada	3/14/2000	1,050,598
FLAG DESIGN (COLOR)	European Community	9/5/2000	1842574
FLAG Design (COLOR)	Hong Kong	5/29/2000	11950/2000
FLAG Design (COLOR)	Hong Kong	5/29/2000	11949/2000
FLAG DESIGN (COLOR)	Indonesia	6/2/2000	D00-11614
FLAG DESIGN (COLOR)	Mexico	5/31/2000	428384

<b>Trademark</b>	<b>Jurisdiction</b>	<b>Date Filed</b>	<b>Application No.</b>
FLAG DESIGN (COLOR)	Mexico	5/31/2000	428383
FLAG DESIGN (COLOR)	Malaysia	5/31/2000	2000/6856
FLAG DESIGN (COLOR)	Malaysia	5/31/2000	2000/6855
FLAG DESIGN (COLOR)	Singapore	5/27/2000	T00/8958
FLAG DESIGN (COLOR)	Thailand	6/1/2000	421541
FLAG DESIGN (COLOR)	United States	12/1/1999	75/861,534
FLAG Design	United States	12/1/1999	75/862,368

**SCHEDULE A**

<b>Trademark Registration</b>	<b>Registration Date</b>	<b>Registration No.</b>
DIGITAL ICE3 & DESIGN	2/5/2002	2,537,207
DIGITAL ICE3 & DESIGN	10/23/2001	2,500,967
APPLIED SCIENCE FICTION	8/28/2001	2,482,953
APPLIED SCIENCE FICTION	2/29/2000	2,323,517
APPLIED SCIENCE FICTION & DESIGN	3/21/2000	2,332,243
DIGITAL ICE	3/27/2001	2,438,842
DIGITAL ICE	12/18/2001	2,519,325
DIGITAL ICE & DESIGN APPLIED SCIENCE FICTION	4/24/2001	2,446,901
DIGITAL ROC	1/22/2002	2,532,479
DIGITAL ICE3	9/11/2001	2,488,888

<b>Trademark Application</b>	<b>Date Filed</b>	<b>Application No.</b>
DIGITAL ROC2	5/25/2000	76/057,154 (now Registration No. 2,595,424)
DIGITAL PIC	9/22/2000	76/133,900
DIGITAL PIC	9/22/2000	76/134,305
DIGITAL PIC AND DESIGN APPLIED SCIENCE FICTION	3/21/2001	76/228,325
DIGITAL PIC AND DESIGN APPLIED SCIENCE FICTION	3/21/2001	76/228,187
DIGIPIX	7/27/2001	76/291,500
DIGIPIX	7/27/2001	76/291,506
DIGITAL SHO	11/29/2001	76/343,368
ASF	10/9/1998	75/567,463
ASF	1/7/2000	75/891,824
DIGITAL ROC & DESIGN APPLIED SCIENCE FICTION	2/17/1999	75/642,248 (now Registration No. 2,605,163)
DIGITAL GEM	8/17/1999	75/779,549
DIGITAL GEM & DESIGN	9/8/1999	75/796,089
FLAG DESIGN (COLOR)	12/1/1999	75/861,534
FLAG Design	12/1/1999	75/862,368

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**RECORDED: 08/28/2002**

**TRADEMARK  
REEL: 002573 FRAME: 0524**