

10-09-2002



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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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REGISTRATION COVER SHEET
TRADEMARKS ONLY

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):

DigiLens, Inc.

10-9-02

- 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: 9/27/2002

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
- 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)

B. Trademark Registration No.(s) 78/107775;

78/107773; 78/104184

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 Dept.

Street Address: 3687 Mt. Diablo Blvd.,

Suite 200

City: Lafayette State: CA Zip: 94549

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.02

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

GATX VENTURES, INC.

Maureen C. Dellinger, Counsel

Name of Person Signing

Maureen C. Dellinger

Signature

October 4, 2002

Date

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

10/10/2002 6TOM11 00000031 78107775

01 FC:481
02 FC:482

40.00 OP
50.00 OP

TRADEMARK
REEL: 2594 FRAME: 0816

2. Additional Name(s) and Address(es) of receiving parties:

Transamerica Business Credit Corporation
76 Batterson Park Road
Farmington, CT 06032

With a copy:

Transamerica Business Credit Corporation
9399 West Higgins Road, Suite 600
Rosemont, IL 60018

GRANT OF SECURITY INTEREST
TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of September 27, 2002, is executed by DIGILENS, INC., a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC. and TRANSAMERICA BUSINESS CREDIT CORPORATION (collectively, "Secured Parties").

A. Pursuant to a Venture Loan and Security Agreement, dated as of April 24, 2001 (as amended from time to time, 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 Schedule 1-A 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 Parties' addresses are:

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

And

Transamerica Business Credit Corporation
76 Batterson Park Road
Farmington, CT 06032


With a copy:

Transamerica Business Credit Corporation
9399 West Higgins Road, Suite 600
Rosemont, Illinois 60018

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

DIGILENS, INC.

By:


Name: Kevin Thompson
Title: CFO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Description</u>	Registration/ Application <u>Number</u>	Registration/ Application <u>Date</u>
DIGILENS	Application # 78/107,775	2/8/02
DIGILENS	Application # 78/107,773	2/8/02
WAVECHIP	Application # 78/104,184	1/22/02

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RECORDED: 10/09/2002

**TRADEMARK
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