

10-09-2002



10-9-02

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RECORDATION FORM
TRADEMARKS ONLY

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):
DigiLens, Inc. *10-9-02*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 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 _____
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 9/27/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 78/107775;
78/107773; 78/104184

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).....\$ 90⁰⁰

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: 4

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

10/10/2002 BT0N11 00000023 78107775
01 FC:481 40.00 DP
02 FC:482 50.00 DP

TRADEMARK
REEL: 002595 FRAME: 0426

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., as Agent ("Secured Party").

A. Pursuant to an Equipment Loan and Security Agreement, dated as of April 24, 2001 (as amended from time to time, the "Agreement") among Debtor and the Secured Party and the lenders named therein, the Secured Party and the lenders named therein 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 Party 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;

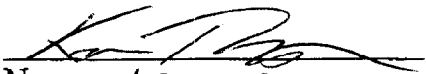
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party 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's address is: GATX Ventures, Inc.
 3687 Mount Diablo Blvd., Suite 200
 Lafayette, California 94549

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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