

10/15/02

10-15-2002

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

102249420

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

1. Name of conveying party(ies):

BELKIN CORPORATION

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 09/12/02

2. Name and address of receiving party(ies)

Name: WELLS FARGO BANK, NATIONAL ASSOCIATION, as the ADMINISTRATIVE AGENT

Street Address: 111 W. Ocean Blvd., Suite 300 City: Long Beach State: CA Zip: 90802

- Individual(s) citizenship Association General Partnership Limited Partnership 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

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

A. Trademark Application No.(s) 76/151,840

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Orrick Herrington & Sutcliffe LLP

Internal Address: Att: Kathryn Villalobos

Street Address: 777 S. Figueroa St. #3200

City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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9. Signature.

Kathryn Villalobos, Legal Specialist Name of Person Signing

[Handwritten Signature]

Signature

10/11/02

Date

Total number of pages including cover sheet, attachments, and document: 7

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

10/16/2002 GTDN11 00000135 76151840

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40.00 OP

TRADEMARK REEL: 002597 FRAME: 0625

**GRANT OF SECURITY INTEREST
(TRADEMARKS)**

THIS GRANT OF SECURITY INTEREST, dated as of September 12, 2002, is executed by BELKIN CORPORATION, a Delaware corporation (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Credit Agreement, dated as of September 12, 2002, (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Grantor, the Lenders and Wells Fargo Bank, National Association, as Administrative Agent, L/C Issuer and Swing Line Lender, the Lenders have agreed to extend loans and other financial accommodations to the Grantor upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used, and is using the trademarks more particularly described on Schedule 1-A annexed hereto and made a part hereof and has a bona fide intent to use the trademarks more particularly described on Schedule 1-B annexed hereto and made a 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. The Grantor and other entities party thereto from time to time have entered into a Security Agreement (Intellectual Property) dated as of September 12, 2002 (the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders).

D. Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders) a security interest in all right, title and interest of the Grantor 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 Secured Obligations, as defined in the Security Agreement.

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

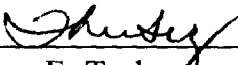
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:

Wells Fargo Bank, National Association
111 W. Ocean Blvd., Suite 300
Long Beach, California 90802
Attention: Thomas Sigurdson, Vice President
Tel. No. (562) 628-2108
Fax No. (562) 437-6698

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

BELKIN CORPORATION, a Delaware corporation

By: 
Name: Theresa E. Teskey
Title: Vice President, Finance

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On September 11, 2002, before me, Kathryn Villalobos, Notary Public, personally appeared
THERESA E. TESKEY,

personally known to me – **OR** – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Kathryn Villalobos

Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

DESCRIPTION OF ATTACHED DOCUMENT

- Individual
- Corporate Officer

Title(s)

Title or Type of Document

- Partner(s) Limited General
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: _____

Number of Pages

Signer is Representing:
Name of Person(s) or Entity(ies)

Date of Document

Signer(s) Other Than Named Above

Schedule A
to
Attachment 1
to
Intellectual Property Security Agreement
Dated as of September 12, 2002

TRADEMARKS AND TRADEMARK APPLICATIONS

U.S. Trademarks (Updated September 6, 2002)

Mark	Registration No.	Registration Date
AEROCRUISER	2,462,865	6/19/01
AIR METRO	2,253,921	6/15/99
AIRFLEX	2,219,545	1/19/99
AIRFLOW	2,386,120	9/12/00
ARGENTA	2,445,438	4/24/01
BELKIN	2,339,459	4/11/00
BELKIN and Design	2,339,458	4/11/00
BELKIN COMPONENTS	2,339,460	4/11/00
BUSSTATION	2,456,207	5/29/01
CD LAUNCHPAD	2,583,576	6/18/02
DIGITAL PLUMBING	2,154,453	5/5/98
DOCKSTATION	2,512,014	11/27/01
ECOPOWER BATTERY REPLACEMENT PROGRAM	2,602,145	7/30/02
ERGOPAD	1,985,127	7/9/96
EXPRESS BUS	2,297,570	12/7/99
FIREPATH	2,274,039	8/31/99
FLEXIKUT	2,453,498	5/22/01
GELFLEX	2,251,753	6/8/99
GOLDLOK	2,383,757	9/5/00
ICEBOARD	2,532,701	1/22/02
MASTERCUBE	1,988,087	7/23/96

Schedule A
to
Attachment 1
to
Intellectual Property Security Agreement
Dated as of September 12, 2002

TRADEMARKS AND TRADEMARK APPLICATIONS

(Continued)

Mark	Registration No.	Registration Date
OFFICE ESSENTIALS	2,382,310	9/5/00
OMNICUBE	2,386,345	9/12/00
POWER AUTHORITY	1,953,759	1/30/96
QUADRATIC BALANCE	2,385,935	9/12/00
RED EYE	2,078,770	7/15/97
REGULATOR PRO	2,464,417	6/26/01
SIGNAL EXACT TWISTS	2,396,230	10/17/00
SIGNAL POINT	2,489,038	9/11/01
SILVER SHIELD	2,373,477	8/1/00
SMARTBEAM	2,290,427	11/2/99
SURGEMASTER	2,584,673	6/25/02
SYNAPSE	2,391,849	10/3/00
TACTILITE	2,371,538	7/25/00
THINFLEX	2,304,567	12/28/99
TRACKMASTER	2,386,561	9/12/00
TRUVIEW	2,406,947	11/21/00
WAVEREST	2,547,766	3/12/02

U.S. Trademarks (Pending) (Updated September 6, 2002)

Mark	Application No.	Filing Date
NOSTROMO	76/167,925	11/20/00

**Schedule A
to
Attachment 1
to
Intellectual Property Security Agreement
Dated as of September 12, 2002**

TRADEMARKS AND TRADEMARK APPLICATIONS

(Continued)

Mark	Application No.	Filing Date
OMNIVIEW	76/421,701	6/17/02
PARADIGM	76/151,840	10/23/00
QUARTZ in Class 16	76/142,700	10/6/00
QUARTZ in Class 18	76/239,629	4/11/01
QUARTZ in Class 24	76/239,628	4/11/01
QUARTZ in Class 25	76/239,627	4/11/01
QUARTZ in Class 28	76/239,626	4/11/01
QUARTZ in Class 35	76/142,701	10/6/00
QUARTZ SPORTS in Class 16	76/142,703	10/6/00
QUARTZ SPORTS in Class 18	76/242,483	4/11/01
QUARTZ SPORTS in Class 24	76/242,484	4/11/01
QUARTZ SPORTS in Class 25	76/242,485	4/11/01
QUARTZ SPORTS in Class 28	76/242,486	4/11/01
QUARTZ SPORTS in Class 35	76/142,704	10/6/00
SURGEPRO	76/144,303	10/10/00
URBANTREK BY BELKIN	76/014,206	3/31/00