

12-17-2002



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TRADEMARK

Form PTO-1594
(Rev. 03/01)
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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):
Accelight Networks, Inc.

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

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

12-17-02

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 6/30/02

2. Name and address of receiving party(ies)
Name: Venture Lending & Leasing III, Inc.
Internal Address: _____
Address: _____

Street Address: 2010 First Street
City: San Jose State: CA Zip: 95134

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Maryland
 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) 78/127,537
78/127,546 78,127,566 78/127,560
78/127,606
Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Russell D. Pollock, Esq.
Internal Address: _____
Street Address: Greene Radovsky Maloney & Share LLP
Four Embarcadero Center, Suite 4000
City: San Francisco State: CA Zip: 94111

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: _____

12/16/2002 DRYRNE 00000017 78127537
01 FC:8521 40.00 OP
02 FC:8522 100.00 OP

DO NOT USE THIS SPACE

9. Signature. _____
Russell D. Pollock
Name of Person Signing

Signature: *Russell D. Pollock*
Date: 12/5/02

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK
REEL: 002634 FRAME: 0656

SUPPLEMENT NO. 1 TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Supplement No. 1 to Intellectual Property Security Agreement (this "Supplement") is made as of June 30, 2002, by and between ACCELIGHT NETWORKS, INC., a Delaware corporation ("Grantor"), and VENTURE LENDING & LEASING III, INC., a Maryland corporation ("Secured Party").

RECITALS

A. Grantor and Secured Party are parties to that certain Intellectual Property Security Agreement dated as of November 5, 2001 (the "Intellectual Property Security Agreement") pursuant to which, among other things, Grantor granted Secured Party a security interest in, to and under certain items of Grantor's Intellectual Property. A copy of the Intellectual Property Security Agreement was recorded in the United States Patent and Trademark Office on January 7, 2002 at Reel/Frame 002419/0627.

B. Grantor and Secured Party wish to amend the Intellectual Property Security Agreement to include reference to certain Trademarks acquired by Grantor after the execution thereof.

C. Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Intellectual Property Security Agreement.

NOW, THEREFORE, THE PARTIES HERETO AGREE AS FOLLOWS:


1. Exhibit C to the Intellectual Property Security Agreement, the listing of Grantor's Trademarks, is hereby supplemented and amended by Exhibit "C" attached to this Supplement, to include reference to Grantor's right, title and interest in, to and under the Trademarks set forth thereon.

2. This Supplement shall be deemed to be an amendment to the Intellectual Property Security Agreement and shall not be construed in any way as a replacement or substitution therefor. All of the terms and conditions of, and terms defined in, this Supplement are hereby incorporated by reference into the Intellectual Property Security Agreement as if such terms and provisions were set forth in full therein. Except as so amended hereby, the Intellectual Property Security Agreement and the other Loan Documents shall remain in full force and effect in accordance with their respective terms.

IN WITNESS WHEREOF, the parties hereto have executed this Supplement on the day and year first above written.

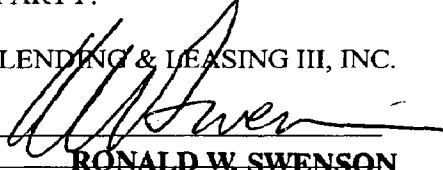
GRANTOR:

ACCELIGHT NETWORKS, INC.

By: 
Name: HYONG SUK KIM
Title: CEO

SECURED PARTY:

VENTURE LENDING & LEASING III, INC.

By: 
Name: RONALD W. SWENSON
Title: CHIEF EXECUTIVE OFFICER

SUPPLEMENT NO. 1

TO

EXHIBIT C

Trademarks

<u>Description</u>	<u>U. S. Serial Number</u>	<u>Application Date</u>
PXS	78/127,537	5/9/02
PXM	78/127/546	5/9/02
PXWC	78/127,566	5/9/02
PXOS	78/127,560	5/9/02
RETURN ON LIGHT	78/127,606	5/9/02