



12-20-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

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

1. Name of conveying party(ies):
BioNetrix Systems Corporation

12-13-02

Individuals 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: **Carlyle Venture Partners, L.P.**
Internal
Address: **39th Floor**
Street Address: **600 Montgomery Street**
San Francisco State: **CA** Zip: **94111**

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: **February 21, 2002**

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

A. Trademark Application No.(s)
75/507,522
(see attached list)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: **Barbara P. Smiley**

Internal Address: _____

Cooley Godward LLP

Street Address: **11951 Freedom Drive**

City: **Reston** State: **VA** Zip: **20190**

6. Total number of applications and trademarks involved: 18

7. Total fee (37 CFR 3.41)..... \$ **465.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Barbara P. Smiley *Barbara Smiley* December 13, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 43

12/20/2002 LHMUELLER 00000014 75507522

01 FC:0521
02 FC:0522

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

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TRADEMARK
REEL: 002638 FRAME: 0146

Continuation of Number 4.

4. Application number(s) or registration(s):
Trademark Application(s)/Registration (s)
75/507,524
75/507,521
75/507,523
75/528,567
75/528,566
76/143,007
75/792,423
76/003,856
76/003,857
76/003,852
76/003,980
76/003,858
76/003,859
76/003,855
76/003,854
76/003,853
76/003,860

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CONTINUATION OF NUMBER 2. RECEIVING PARTIES

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

1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: Carlyle U.S. Venture Partners, L.P.

Internal _____

Address: _____

Street Address: 600 Montgomery St., 39th Floor

City: San Francisco State: CA Zip: 94111

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

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

1. Name of conveying party(ies):
BioNetrix Systems Corporation.

Individuals 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: C/S Venture Investors, L.P.
Internal
Address: _____
Street Address: 600 Montgomery St., 39th Floor
City: San Francisco State: CA Zip: 94111

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

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

1. Name of conveying party(ies):
BioNetric Systems Corporation

Individuals 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: Carlyle Venture Coinvestment, L.L.C.
Internal
Address: _____
Street Address: 600 Montgomery St., 39th Floor
San
City: Francisco State: CA Zip: 94111

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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

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

1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: Columbia Capital Equity Partners II (QP), L.P.
Internal
Address: _____
Street Address: 201 North Union St., Suite 300
City: Alexandria State: VA Zip: 22314

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company _____

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

Mail documents to be recorded with required cover sheet information to:
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: **Columbia BioNetrix Partners, LLC**
Internal
Address: _____
Street Address: **201 North Union St., Suite 300**
City: **Alexandria** State: **VA** Zip: **22314**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **Limited Liability Company**

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

Mail documents to be recorded with required cover sheet information to:
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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)
Columbia Capital Equity Partners III (QP),
Name: L.P.
Internal
Address: _____
Street Address: 201 North Union St., Suite 300
City: Alexandria State: VA Zip: 22314

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

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

1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: **Columbia BioNetrix Partners III, LLC**
Internal
Address: _____
Street Address: **201 North Union St., Suite 300**
City: **Alexandria** State: **VA** Zip: **22314**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **Limited Liability Company**

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

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

1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: **Columbia Capital Equity Partners III (AI), L.P.**
Internal
Address: _____
Street Address: **201 North Union St., Suite 300**
City: **Alexandria** State: **VA** Zip: **22314**

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)
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1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: **Walker Investment Fund II SBIC, LP**
Internal
Address: _____
Street Address: **3060 Washington Road, Ste. 200**
City: **Glenwood** State: **MD** Zip: **21738**

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

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1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: Advanta Growth Capital Fund, LP
Internal
Address: _____
Street Address: 712 Fifth Avenue, 28th Floor
City: New York State: NY Zip: 10019

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

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1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: The Diner Club I, LLC
Internal
Address: _____
Street Address: 402 Maple Avenue West
City: Vienna State: VA Zip: 22180

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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

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1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: Nextlevel Strategic Investments II, LLC
Internal
Address: _____
Street Address: 255 Executive Drive, Suite LL 107
City: Plainview State: NY Zip: 11803

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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

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1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: **William Melton**
Internal
Address: _____
Street Address: **2086 Hunters Crest Way**
City: **Vienna** State: **VA** Zip: **22181**

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

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Washington, D.C. 20231

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

1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: Garrett Venture Partners LLC
Internal
Address: _____
Street Address: 7823 Whiterim Terrace
City: Potomac State: MD Zip: 20854

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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

Mail documents to be recorded with required cover sheet information to:
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1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: Eric Candelori
Internal _____
Address: _____
Street Address: 2607 Powdermill Lane
City: Vienna State: VA Zip: 22181

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

Mail documents to be recorded with required cover sheet information to:
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: Edwin M. Martin, Jr.
Internal
Address: _____
Street Address: 8930 Abbey Terrace
City: Potomac State: MD Zip: 20854

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

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

1. Name of conveying party(ies):
BioNetrix Systems Corporation

Individuals 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: Nancy A. Spangler
Internal
Address: _____
Street Address: 8930 Abbey Terrace
City: Potomac State: MD Zip: 20854

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

Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231

INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of April 26, 2002 by and between BIONETRIX SYSTEMS CORPORATION, a Delaware corporation ("*Grantor*") and the secured parties listed on the signature page hereof (each a "*Secured Party*" and collectively the "*Secured Parties*").

RECITALS

A. Each Secured Party has made certain advances of money to Grantor (the "*Loans*") in the amounts and manner set forth in those certain Subordinated Promissory Notes executed by Grantor in favor of each Secured Party (collectively, as the same may be amended, modified or supplemented from time to time, the "*Notes*") and that certain Note Purchase Agreement, of even date hereof, by and between Grantor and the Secured Parties (as the same may be amended, modified or supplemented from time to time, the "*Purchase Agreement*"). Each Secured Party is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to each Secured Party a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Notes and Purchase Agreement.

B. Pursuant to the terms of that certain Security Agreement, dated of even date herewith, by and between Grantor and the Secured Parties (as the same may be amended, modified or supplemented from time to time, the "*Security Agreement*"), Grantor has granted to each Secured Party a security interest in all of Grantor's right, title and interest in, to or under all of the Grantor's assets. All capitalized terms used but not otherwise defined herein shall have the respective meanings assigned to them in the Security Agreement.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Notes, the Purchase Agreement and Security Agreement (collectively, the "*Loan Documents*"), Grantor hereby represents, warrants, covenants and agrees as follows:

To secure its obligations under the Loan Documents and under all other agreements now existing or hereafter arising between Grantor and each Secured Party, Grantor grants and pledges to each Secured Party a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to each Secured Party under the Security Agreement. The rights and remedies of Secured Party with

respect to the security interest granted hereby are subject to the terms of the Security Agreement and are in addition to those set forth in the Security Agreement and the other Loan Documents, and those which are now or hereafter available to each Secured Party as a matter of law or equity. Each right, power and remedy of each Secured Party provided for herein or in the Security Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by each Secured Party of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Security Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including each Secured Party, of any or all other rights, powers or remedies.

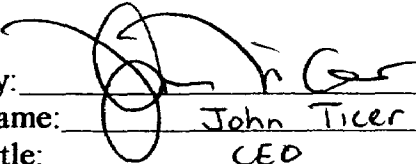
Grantor represents and warrants that **Exhibits A, B, and C** attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

[Signature pages follow.]

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

COMPANY:

BIONETRIX SYSTEMS CORPORATION

By: 
Name: John Ticer
Title: CEO

LENDERS:

CARLYLE VENTURE PARTNERS, L.P.

By: TCG Ventures, Ltd.
General Partner

By: _____
Robert E. Grady
Attorney-in-Fact

CARLYLE U.S. VENTURE PARTNERS, L.P.

By: TCG Ventures, L.L.C.
General Partner

By: TCG Holdings, L.L.C.
Manager

By: _____
Robert E. Grady
Managing Director

C/S VENTURE INVESTORS, L.P.

By: TCG Ventures, Ltd.
General Partner

By: _____
Robert E. Grady
Attorney-in-Fact

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

COMPANY:

BIONETRIX SYSTEMS CORPORATION

By: _____
Name: _____
Title: _____

LENDERS:

CARLYLE VENTURE PARTNERS, L.P.

By: TCG Ventures, Ltd.
General Partner

By: _____
Robert E. Grady
Attorney-in-Fact

CARLYLE U.S. VENTURE PARTNERS, L.P.

By: TCG Ventures, L.L.C.
General Partner

By: TCG Holdings, L.L.C.
Manager

By: _____
Robert E. Grady
Managing Director

C/S VENTURE INVESTORS, L.P.

By: TCG Ventures, Ltd.
General Partner

By: _____
Robert E. Grady
Attorney-in-Fact

CARLYLE VENTURE COINVESTMENT, L.L.C.

By: TCG Ventures, L.L.C.
Manager

By: TCG Holdings, L.L.C.
Manager

By: _____
Robert E. Grady
Managing Director

COLUMBIA CAPITAL EQUITY PARTNERS II (QP), L.P.

By: Columbia Capital Equity Partners, L.L.C.
General Partner

By: _____
Name: Donald A. Doering
Title: CFO

COLUMBIA BIONETRIX PARTNERS, LLC

By: Columbia Capital, L.L.C.
Manager

By: _____
Name: Donald A. Doering
Title: CFO

COLUMBIA CAPITAL EQUITY PARTNERS III (QP), L.P.

By: Columbia Capital Equity Partners, L.L.C.
General Partner

By: _____
Name: Donald A. Doering
Title: CFO

CARLYLE VENTURE COINVESTMENT, L.L.C.

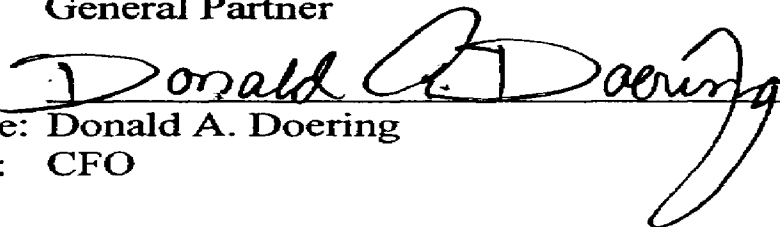
By: TCG Ventures, L.L.C.
Manager

By: TCG Holdings, L.L.C.
Manager

By: _____
Robert E. Grady
Managing Director

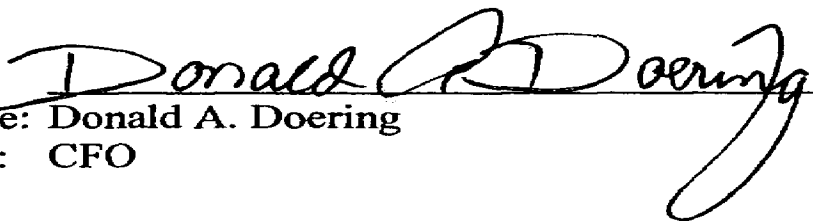
COLUMBIA CAPITAL EQUITY PARTNERS II (QP), L.P.

By: Columbia Capital Equity Partners, L.L.C.
General Partner

By: 
Name: Donald A. Doering
Title: CFO

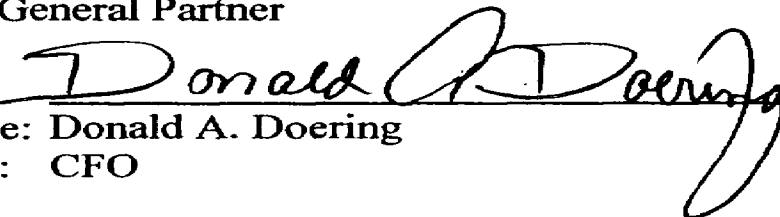
COLUMBIA BIONETRIX PARTNERS, LLC

By: Columbia Capital, L.L.C.
Manager

By: 
Name: Donald A. Doering
Title: CFO

COLUMBIA CAPITAL EQUITY PARTNERS III (QP), L.P.

By: Columbia Capital Equity Partners, ~~L.L.C.~~ ^{III, L.P.}
General Partner

By: 
Name: Donald A. Doering
Title: CFO

COLUMBIA BIONETRIX PARTNERS III, LLC

By: Columbia Capital III, L.L.C.
Manager

By: Donald A. Doering
Name: Donald A. Doering
Title: CFO

**COLUMBIA CAPITAL EQUITY PARTNERS III
(AI), L.P.**

By: Columbia Capital Equity Partners III, L.P.
General Partner

By: Donald A. Doering
Name: Donald A. Doering
Title: CFO

WALKER INVESTMENT FUND II SBIC, LP

By: Walker Ventures SBIC, LLC
General Partner

By: _____
Name: Steve Walker
Title: _____

ADVANTA GROWTH CAPITAL, LP

By: Advanta GCF GP Corp.
General Partner

By: _____
Name: Bryan Finkel
Title: Vice President

COLUMBIA BIONETRIX PARTNERS III

By: Columbia Capital, L.L.C.
General Partner

By: _____
Name: _____
Title: _____

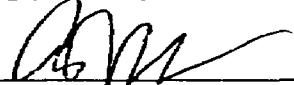
**COLUMBIA CAPITAL EQUITY PARTNERS III
(AI), L.P.**

By: Columbia Capital, L.L.C.
General Partner

By: _____
Name: _____
Title: _____

WALKER INVESTMENT FUND II SBIC, LP

By: Walker Ventures SBIC, LLC
General Partner

By:  _____
Name: ~~Steve Walker~~ ALAN BURK
Title: Partner

ADVANTA GROWTH CAPITAL, LP

By: Advanta GCF GP Corp.
General Partner

By: _____
Name: Bryan Finkel
Title: Vice President

COLUMBIA BIONETRIX PARTNERS III, LLC

By: Columbia Capital III, L.L.C.
Manager

By: _____
Name: Donald A. Doering
Title: CFO

**COLUMBIA CAPITAL EQUITY PARTNERS III
(AI), L.P.**

By: Columbia Capital Equity Partners III, L.P.
General Partner

By: _____
Name: Donald A. Doering
Title: CFO

WALKER INVESTMENT FUND II SBIC, LP

By: Walker Ventures SBIC, LLC
General Partner

By: _____
Name: Steve Walker
Title: _____

~~ADVANTA GROWTH CAPITAL FUND LP~~
~~ADVANTA GROWTH CAPITAL, LP~~

By: Advanta GCF GP Corp.
General Partner

By: 
Name: Bryan Finkel
Title: Vice President

THE DINER CLUB I, LLC

By: John May
Name: John May
Manager

NEXTLEVEL STRATEGIC INVESTMENTS II, LLC

By: _____
Name: Joseph Heller
Managing Director

GARRETT VENTURE PARTNERS LLC

By: _____
Name: Peter Bianco
Manager

William Melton

Eric Candelori

**EDWIN M. MARTIN, JR. & NANCY A. SPANGLER,
JOINTLY**

Edwin M. Martin, Jr.

Nancy A. Spangler

THE DINER CLUB I, LLC

By: _____
Name: John May
Manager

Venture Partners
~~NEXTLEVEL STRATEGIC INVESTMENTS H, LLC~~

By: *Joseph Heller*
Name: Joseph Heller
Managing Director

GARRETT VENTURE PARTNERS LLC

By: _____
Name: Peter Bianco
Manager

William Melton

Eric Candelori

**EDWIN M. MARTIN, JR. & NANCY A. SPANGLER,
JOINTLY**

Edwin M. Martin, Jr.

Nancy A. Spangler

THE DINER CLUB I, LLC

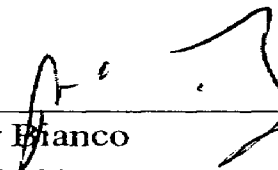
By: _____
Name: John May
Manager

NEXTLEVEL STRATEGIC INVESTMENTS II, LLC

By: _____
Name: Joseph Heller
Managing Director

GARRETT VENTURE PARTNERS LLC

By: _____
Name: Peter Bianco
Manager



William Melton

Eric Candelori

**EDWIN M. MARTIN, JR. & NANCY A. SPANGLER,
JOINTLY**

Edwin M. Martin, Jr.

Nancy A. Spangler

THE DINER CLUB I, LLC

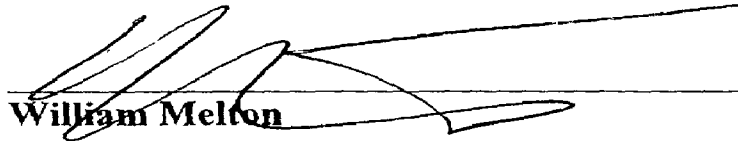
By: _____
Name: John May
Manager

NEXTLEVEL STRATEGIC INVESTMENTS II, LLC

By: _____
Name: Joseph Heller
Managing Director

GARRETT VENTURE PARTNERS LLC

By: _____
Name: Peter Bianco
Manager



William Melton

Eric Candelori

**EDWIN M. MARTIN, JR. & NANCY A. SPANGLER,
JOINTLY**

Edwin M. Martin, Jr.

Nancy A. Spangler

THE DINER CLUB I, LLC

By: _____
Name: **John May**
Manager

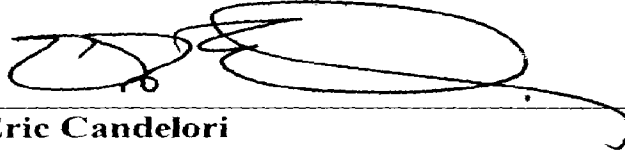
NEXTLEVEL STRATEGIC INVESTMENTS II, LLC

By: _____
Name: **Joseph Heller**
Managing Director

GARRETT VENTURE PARTNERS LLC

By: _____
Name: **Peter Bianco**
Manager

William Melton



Eric Candelori

**EDWIN M. MARTIN, JR. & NANCY A. SPANGLER,
JOINTLY**

Edwin M. Martin, Jr.

Nancy A. Spangler

THE DINER CLUB I, LLC

By: _____
Name: John May
Manager

NEXTLEVEL STRATEGIC INVESTMENTS II, LLC

By: _____
Name: Joseph Heller
Managing Director


GARRETT VENTURE PARTNERS LLC

By: _____
Name: Peter Bianco
Manager


William Melton

Eric Candelori

**EDWIN M. MARTIN, JR. & NANCY A. SPANGLER,
JOINTLY**



Edwin M. Martin, Jr.



Nancy A. Spangler

EXHIBIT A
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None

EXHIBIT B
PATENTS

**Current Status of Pending BioNetrix Patent Applications
April 23, 2002 (9:19AM)**

Client Number	Application Number	Title	Filing Date	Inventors	Current Status
1793.0010000	U.S. Patent No. 6,256,737	System, Method and Computer Program Product for Allowing Access to Enterprise Resources Using BioNetrix Devices	March 9, 1999	Peter Bianco William Boon Robert Sterling Karl Ware	No pending actions.
1793.001TW00	Taiwan Application No. 89104202 Taiwan application based on 1793.0010000	System, Method and Computer Program Product for Allowing Access to Enterprise Resources Using BioNetrix Devices	May 29, 2000	Peter Bianco William Boon Robert Sterling Karl Ware	No pending actions.
1793.001EP00	European Application No. 00913740.7 European application based on 1793.0010000	System, Method and Computer Program Product for Allowing Access to Enterprise Resources Using BioNetrix Devices	October 8, 2001	Peter Bianco William Boon Robert Sterling Karl Ware	Pending actions: Annuity due 3/31/02 (cost \$650)
1793.001JP00	Japanese Application No. 2000-604366 Japanese application based on 1793.0010000	System, Method and Computer Program Product for Allowing Access to Enterprise Resources Using BioNetrix Devices	August 29, 2001	Peter Bianco William Boon Robert Sterling Karl Ware	No pending actions.

Client Number	Application Number	Title	Filing Date	Inventors	Current Status
1793.0010001	U.S. Appl. No. 09/517,121 Continuation in Part application from 1793.0010000	System, Method and Computer Program Product for an Authentication Management Infrastructure	March 1, 2000	Peter Bianco William Boon Anthony Rochon Marc Sherman Robert Sterling Karl Ware	No pending actions.
1793.001PC01	PCT application no. US01/06499 PCT application based on 1793.0010001	System, Method and Computer Program Product for an Authentication Management Infrastructure	March 1, 2001	Peter Bianco William Boon Anthony Rochon Marc Sherman Robert Sterling Karl Ware	Pending actions: National phase due 09/01/02
1793.0160001	U.S. Appl. No. 09/695,060	System, Method and Computer Program Product for Enrolling and Authenticating Communication Protocol-Enabled Clients for Access to Information	October 25, 2000	Bikram Bakshi	Pending actions: Reply to Office Action due 04/16/02 (Cost \$4,000-5,000)
1793.016PC01	PCT Application No. US01/03541 PCT application based on 1793.0160001	System, Method and Computer Program Product for Enrolling and Authenticating Communication Protocol-Enabled Clients for Access to Information	February 5, 2001	Bikram Bakshi	Pending actions: National phase due 08/04/02
1793.0170001	Non-provisional Application	System, Method and Computer Program Product for Enrolling and Authenticating HTTP-Enabled Clients for Access to Information	TBD	Bikram Bakshi Quan Lin	Pending actions: File application with the USPTO once receive comments from inventors.

Client Number	Application Number	Title	Filing Date	Inventors	Current Status
1793.0280001	U.S. Appl. No. 09/814,971	A System and Method for Providing Unified Authentication Services for Online Applications	March 2, 2001	Bikram Bakshi Anthony Rochon David Helms Trevor Walker	No pending actions.
1793.028PC01	PCT Appl. No. PCT/US01/09188	System, Method and Computer Program Product for Providing Unified Authentication Services for Online Applications	March 23, 2001	Bikram Bakshi Anthony Rochon David Helms Trevor Walker	Pending actions: National phase due 09/23/02
1793.0310001	U.S. App. No. 10/015,886	System and Method for Automatically Detecting and then Self-repairing Corrupt or Deleted Files of the Authentication System	December 17, 2001	Bikram Bakshi Steve Vican	No pending actions.
1793.031PC01	PCT Appl. No. TBD PCT application based on 1793.0310001	System and Method for Automatically Detecting and then Self-repairing Corrupt or Deleted Files of the Authentication System	December 18, 2001	Bikram Bakshi Steve Vican	Pending actions: Demand due 07/18/02 (cost: \$1800) National phase due 06/18/03

EXHIBIT C
TRADEMARKS

129096 v1/RE
2RM001!.DOC

TRADEMARK
REEL: 002638 FRAME: 0185

BioNetrix Trademark Report

Updated: March 8, 2002

SKGF Docket No.	Title	Serial Number	Filing Date	Status
1793.0060000	BIOSERVER - Stylized (U.S. Trademark Application)	75/507,522	June 23, 1998	Abandoned; client evaluating whether to file a Petition to Revive
1793.006JP00	BIOSERVER - Stylized (Japanese Trademark Application)	2001-000679	January 9, 2001	Pending - client may abandon depending on action taken re: revival of U.S. BIOSERVER application
1793.0070000	BIODOMAIN- Stylized (U.S. Trademark Application)	75/507,524	June 23, 1998	Abandoned per client request of 10/25/01
1793.007JP00	BIODOMAIN- Stylized (Japanese Trademark Application)	2001-000680	January 9, 2001	Abandoned per client request of 3/5/02
1793.0080000	BSC DIGITAL PASSPORT and Design (U.S. Trademark Application)	75/507,521	June 23, 1998	Abandoned
1793.0080001	BSC DIGITAL PASSPORT and Design (U.S. Trademark Application)	N/A	N/A	Abandoned per client request of 1/7/02
1793.0090000	BIOCLIANT- Stylized (U.S. Trademark Application)	75/507,523	June 23, 1998	Abandoned per client request of 1/16/02
1793.009JP00	BIOCLIANT - Stylized (Japanese Trademark Application)	2001-000681	January 9, 2001	Abandoned per client request of 3/5/02
1793.0100000	JUST BE YOURSELF (U.S. Trademark Application)	75/528,567	July 31, 1998	Abandoned per client request of 1/7/02

1793.0110000	BIONETRIX (U.S. Trademark Application)	75/528,566	July 31, 1998	Abandoned by client request; refiled under 1793.0110001
1793.011JP00	BIONETRIX (Japanese Trademark Application)	2001-000682	January 9, 2001	Pending
1793.0110001	BIONETRIX (U.S. Trademark Application)	76/143,007	October 6, 2000	Suspended pending disposition of a prior filed application
1793.0130000	BIOSEC (U.S. Trademark Application)	75/792,423	September 3, 1999	Abandoned per client request of 1/7/02
1793.013JP00	BIOSEC (Japanese Trademark Application)	2001-000683	January 9, 2001	Abandoned per client request of 1/7/02
1793.0140000	Trademark Search: NETVERIFY	N/A	N/A	Abandoned per client request of 1/7/02
1793.0150000	Trademark Search: IVERIFY	N/A	N/A	Abandoned per client request of 1/7/02
1793.0180000	AUTHENTICATING PEOPLE, NOT MACHINES (U.S. Trademark Application)	76/003,856	March 20, 2000	Abandoned per client request of 1/7/02
1793.018JP00	AUTHENTICATING PEOPLE, NOT MACHINES (Japanese Trademark Application)	2001-000684	January 9, 2001	Abandoned per client request of 1/7/02
1793.0190000	AUTHENTICATE USERS BEYOND A SHADOW OF A DOUBT (U.S. Trademark Application)	76/003,857	March 20, 2000	Abandoned per client request of 1/7/02
1793.019JP00	AUTHENTICATE USERS BEYOND A SHADOW OF A DOUBT (Japanese Trademark Application)	2001-000685	January 9, 2001	Abandoned per client request of 1/7/02
1793.0200000	WE TAKE SECURITY PERSONALLY (U.S. Trademark Application)	76/003,852	March 20, 2000	Abandoned per client request of 1/7/02

1793.0210000	DIRECT PERSONAL AUTHENTICATION (U.S. Trademark Application)	76/003,980	March 20, 2000	Abandoned per client request of 1/7/02
1793.0220000	DPA (U.S. Trademark Application)	76/003,858	March 20, 2000	Abandoned per client request of 1/7/02
1793.0230000	DPAS (U.S. Trademark Application)	76/003,859	March 20, 2000	Abandoned per client request of 1/7/02
1793.0240000	DIRECT PERSONAL MANAGEMENT INFRASTRUCTURE (DPAMI) (U.S. Trademark Application)	76/003,855	March 20, 2000	Abandoned per client request of 1/7/02
1793.0250000	DIRECT PERSONAL AUTHENTICATION SUITE (U.S. Trademark Application)	76/003,854	March 20, 2000	Abandoned per client request of 1/7/02
1793.0260000	DIRECT PERSONAL AUTHENTICATION SERVICES (U.S. Trademark Application)	76/003,853	March 20, 2000	Abandoned per client request of 1/7/02
1793.0270000	DIRECT PERSONAL AUTHENTICATION SOLUTIONS (U.S. Trademark Application)	76/003,860	March 20, 2000	Abandoned per client request of 1/7/02
1793.0290000	Trademark Search: PEN (PRIVACY ENABLED NETWORK)(ACRONYM WITH OR WITHOUT WORDS)	N/A	N/A	Completed
1793.0300000	Investigation of Unauthorized Use of BAS mark B	N/A	N/A	Completed
1793.033JP00	PERSONAL AUTHENTICATION INFRASTRUCTURE (Japanese Trademark Application)	2001-000686	January 9, 2001	Abandoned per client request of 1/7/02
1793.034JP00	PAI (Japanese Trademark Application)	2001-000687	January 9, 2001	Abandoned per client request of 1/7/02
1793.0360000	Screen Search for Mark SECURE ON-LINE	N/A	N/A	Completed

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